

SEAWORLD
ENTERTAINMENT.



2022

ANNUAL REPORT

SEAWORLD ENTERTAINMENT.

To Our Shareholders,

I am pleased to report that we delivered another record year in 2022. Our teams continued to make extraordinary efforts to operate our parks and position the Company for growth in revenue and profitability. We are excited about all of the near and long term projects and initiatives we have underway and have great confidence in our ability to continue to drive meaningful long-term growth in revenue, net income and Adjusted EBITDA.

2022 FINANCIAL PERFORMANCE

In fiscal 2022, we once again delivered record revenue, record net income and record Adjusted EBITDA. I want to thank our ambassadors for their continued dedication, efforts, and contributions, without which, these outstanding results would not have been possible.

Our attendance levels for fiscal 2022 were below levels achieved in 2019 primarily due to a decline in both international and group-related attendance which we expect will eventually recover to and surpass pre-COVID levels. Also, as we have previously discussed, we are still more than 3 million visitors below our historical high attendance of approximately 25 million guests achieved in 2008. We are focused on recapturing and exceeding this lost attendance while continuing to grow our total revenue per capita and maintaining a strict discipline around cost management.

Our pricing power, strategies, investments and opportunities around revenue management, in-park food and beverage, retail and other in-park guest spending give us confidence in our ability to continue to grow total revenue per capita. These factors, along with the work we are doing to better manage and reduce costs, combined with the significant investments we are making across our parks and business, give us high confidence in our ability to continue to deliver operational and financial improvements that we expect will lead to meaningful increases in shareholder value.

We are also pleased to have ended 2022 in a particularly strong financial position as a result of our record financial performance. Our available liquidity, including cash on our balance sheet and capacity on our revolving credit facility, was over 450 million dollars and our total net leverage was less than 2.8 times at the end of 2022. Our strong financial position gives us flexibility to continue to invest in and grow our business, and to opportunistically allocate capital with the goal to maximize long term value for shareholders.

As you know, we are one of the world's leading animal rescue organizations and we are proud of our efforts to protect and save wildlife. Over our history, we have helped over 40,000 animals including bottlenose dolphins, manatees, sea lions, seals, sea turtles, sharks, birds and more. In 2022, we partnered with a host of other organizations to expand our care and protection for aquatic life to include integrated support of the Florida Coral Rescue Center and the ongoing rescue work on the Florida Coral Reef. Also, in February 2023, SeaWorld's first rescue center outside of the U.S. opened in Abu Dhabi. Yas SeaWorld Research and Rescue located at Yas Island in Abu Dhabi is the first dedicated marine research and rescue center in the Middle East North Africa region and will be a key contributor to marine-life conservation in both the UAE and the wider Middle East North Africa region. I'm really proud of the team's hard work and their continued dedication to these important rescue efforts. I want to thank them and all of our ambassadors for all that they do to operate our parks in this current environment.

Looking forward, we are very excited about our plans with an exceptional line up of new rides, attractions, events and new and improved in-park venues and offerings with something new and meaningful in every one of our parks for 2023. Given the investments that we have made and will be making, the continued success of our strategies and our strong financial position, we continue to expect meaningful growth and new records in revenue and Adjusted EBITDA for 2023. We continue to have high confidence in our long-term strategy and in our ability to deliver significantly improved operating and financial results that will lead to meaningfully increased value for stakeholders.

Thank you for your investment in SeaWorld Entertainment.

Sincerely,



Marc G. Swanson
Chief Executive Officer

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to

Commission File Number: 001-35883

SeaWorld Entertainment, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6240 Sea Harbor Drive
Orlando, Florida
(Address of principal executive offices)

27-1220297
(I.R.S. Employer
Identification No.)

32821
(Zip Code)

(407) 226-5011

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	SEAS	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of June 30, 2022, the last business day of the registrant's most recently completed second fiscal quarter, was \$1,782,223,945 based upon the closing price of the registrant's common stock, par value \$0.01 per share, reported for such date on the New York Stock Exchange. For purposes of this computation, shares of the registrant's common stock held by each executive officer and director and each person known to the registrant to own 10% or more of the outstanding voting power of the registrant have been excluded since such persons may be deemed to be affiliates. This determination of affiliate status is not a determination for other purposes.

The registrant had outstanding 63,919,409 shares of Common Stock, par value \$0.01 per share as of February 23, 2023.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission relating to the 2023 Annual Meeting of Stockholders, which statement will be filed pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K, are incorporated by reference into Part III of this report.

Auditor Firm Id: 34

Auditor Name: Deloitte & Touche LLP

Auditor Location: Tampa, FL

SEAWORLD ENTERTAINMENT, INC. AND SUBSIDIARIES
ANNUAL REPORT ON FORM 10-K
FOR THE YEAR ENDED DECEMBER 31, 2022

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Unless otherwise noted or the context otherwise requires, (i) references to the “Company,” “SeaWorld,” “we,” “our” or “us” in this Annual Report on Form 10-K refer to SeaWorld Entertainment, Inc. and its consolidated subsidiaries; (ii) references to “guests” refer to our theme park visitors; (iii) references to “customers” refer to any consumer of our products and services, including guests of our theme parks; (iv) references to our “theme parks” or “parks” include all of our separately gated parks; (v) references to the “TEA/AECOM 2019 Report” refer to the 2019 Theme Index: The Global Attractions Attendance Report, TEA/AECOM, 2020, which represents TEA/AECOM’s most recently updated attendance rankings; and (vi) references to the “Amusement Today, 2022” refer to the Amusement Today 2022 Golden Ticket Awards, Vol. 26, issue 6.2 dated September 2022. Unless otherwise noted, attendance rankings included in this Annual Report on Form 10-K are based on the TEA/AECOM 2019 Report, which are not independently validated by the Company.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

In addition to historical information, this Annual Report on Form 10-K may contain “forward-looking statements” within the meaning of the federal securities laws. All statements, other than statements of historical facts, including statements concerning our plans, objectives, goals, beliefs, business strategies, future events, business conditions, our results of operations, financial position and our business outlook, business trends and other information, may be forward-looking statements. Words such as “might,” “will,” “may,” “should,” “estimates,” “expects,” “continues,” “contemplates,” “anticipates,” “projects,” “plans,” “potential,” “predicts,” “intends,” “believes,” “forecasts,” “future,” “targeted,” “goal” and variations of such words or similar expressions are intended to identify forward-looking statements. The forward-looking statements are not historical facts, and are based upon our current expectations, beliefs, estimates and projections, and various assumptions, many of which, by their nature, are inherently uncertain and beyond our control. Our expectations, beliefs, estimates and projections are expressed in good faith and we believe there is a reasonable basis for them. However, there can be no assurance that management’s expectations, beliefs, estimates and projections will result or be achieved and actual results may vary materially from what is expressed in or indicated by the forward-looking statements.

There are a number of risks, uncertainties and other important factors, many of which are beyond our control, that could cause our actual results to differ materially from the forward-looking statements contained in this Annual Report on Form 10-K. Such risks, uncertainties and other important factors that could cause actual results to differ materially include, among others, the risks, uncertainties and factors set forth under “Risk Factors” in Part I, Item 1A of this Annual Report on Form 10-K, including the following:

- a decline in discretionary consumer spending or consumer confidence, including any unfavorable impacts from Federal Reserve interest rate actions and inflation which may influence discretionary spending, unemployment or the overall economy;
- various factors beyond our control adversely affecting attendance and guest spending at our theme parks, including, but not limited to, weather, natural disasters, labor shortages, inflationary pressures, supply chain delays or shortages, foreign exchange rates, consumer confidence, the potential spread of travel-related health concerns including pandemics and epidemics, travel related concerns, adverse general economic related factors including increasing interest rates, economic uncertainty, and recent geopolitical events outside of the United States, and governmental actions;
- failure to hire and/or retain employees;
- increased labor costs, including minimum wage increases, and employee health and welfare benefit costs;
- complex federal and state regulations governing the treatment of animals, which can change, and claims and lawsuits by activist groups before government regulators and in the courts;
- activist and other third-party groups and/or media can pressure governmental agencies, vendors, partners, guests and/or regulators, bring action in the courts or create negative publicity about us;
- incidents or adverse publicity concerning our theme parks, the theme park industry and/or zoological facilities;
- a significant portion of our revenues have historically been generated in the States of Florida, California and Virginia, and any risks affecting such markets, such as natural disasters, closures due to pandemics, severe weather and travel-related disruptions or incidents;
- technology interruptions or failures that impair access to our websites and/or information technology systems;
- cyber security risks to us or our third-party service providers, failure to maintain or protect the integrity of internal, employee or guest data, and/or failure to abide by the evolving cyber security regulatory environment;
- inability to compete effectively in the highly competitive theme park industry;
- interactions between animals and our employees and our guests at attractions at our theme parks;
- animal exposure to infectious disease;
- high fixed cost structure of theme park operations;
- seasonal fluctuations in operating results;

- changing consumer tastes and preferences;
- inability to remediate an identified material weakness on a timely basis;
- inability to grow our business or fund theme park capital expenditures;
- inability to realize the benefits of developments, restructurings, acquisitions or other strategic initiatives, and the impact of the costs associated with such activities;
- the effects of the global Coronavirus (“COVID-19”) pandemic, or any related mutations of the virus on our business and the economy in general;
- adverse litigation judgments or settlements;
- inability to protect our intellectual property or the infringement on intellectual property rights of others;
- the loss of licenses and permits required to exhibit animals or the violation of laws and regulations;
- unionization activities and/or labor disputes;
- inability to maintain certain commercial licenses;
- restrictions in our debt agreements limiting flexibility in operating our business;
- inability to retain our current credit ratings;
- our leverage and interest rate risk;
- the ability of Hill Path Capital LP and its affiliates to significantly influence our decisions and their interests may conflict with ours or yours in the future;
- inadequate insurance coverage;
- inability to purchase or contract with third party manufacturers for rides and attractions, construction delays or impacts of supply chain disruptions on existing or new rides and attractions;
- environmental regulations, expenditures and liabilities;
- suspension or termination of any of our business licenses, including by legislation at federal, state or local levels;
- delays, restrictions or inability to obtain or maintain permits;
- financial distress of strategic partners or other counterparties;
- tariffs or other trade restrictions;
- actions of activist stockholders;
- the policies of the U.S. President and his administration or any changes to tax laws;
- changes in the method for determining LIBOR and the potential replacement of LIBOR may affect our cost of capital;
- changes or declines in our stock price, as well as the risk that securities analysts could downgrade our stock or our sector;
- risks associated with our capital allocation plans and share repurchases, including the risk that our share repurchase program could increase volatility and fail to enhance stockholder value; and
- other factors described in “Item 1A. Risk Factors” included elsewhere in this Annual Report on Form 10-K.

We caution you that the risks, uncertainties and other factors referenced above may not contain all of the risks, uncertainties and other factors that are important to you. In addition, we cannot assure you that we will realize the results, benefits or developments that we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our business in the way expected. There can be no assurance that (i) we have correctly measured or identified all of the factors affecting our business or the extent of these factors’ likely impact, (ii) the available information with respect to these factors on which such analysis is based is complete or accurate, (iii) such analysis is correct or (iv) our strategy, which is based in part on this analysis, will be successful. All forward-looking statements in this Annual Report on Form 10-K apply only as of the date of this Annual Report on Form 10-K or as the date they were made or as otherwise specified herein and, except as required by applicable law, we undertake no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise.

Trademarks, Service Marks and Trade Names

We own or have rights to use a number of registered and common law trademarks, service marks and trade names in connection with our business in the United States and in certain foreign jurisdictions, including SeaWorld Entertainment, SeaWorld Parks & Entertainment, SeaWorld®, Shamu®, Busch Gardens®, Aquatica®, Discovery Cove®, Sea Rescue® and other names and marks that identify our theme parks, characters, rides, attractions and other businesses. In addition, we have certain rights to use Sesame Street® marks, characters and related indicia through a license agreement with Sesame Workshop.

Solely for convenience, the trademarks, service marks, and trade names referred to hereafter in this Annual Report on Form 10-K are without the ® and ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks, and trade names. This Annual Report on Form 10-K may contain additional trademarks, service marks and trade names of others, which are the property of their respective owners. All trademarks, service marks and trade names appearing in this Annual Report on Form 10-K are, to our knowledge, the property of their respective owners.

PART I.

Item 1. Business

Company Overview

We are a leading theme park and entertainment company providing experiences that matter and inspiring guests to protect animals and the wild wonders of our world. We own or license a portfolio of recognized brands including SeaWorld, Busch Gardens, Aquatica, Discovery Cove and Sesame Place. Over our more than 60-year history, we have developed a diversified portfolio of 12 differentiated theme parks that are grouped in key markets across the United States. Many of our theme parks showcase our one-of-a-kind zoological collection and feature a diverse array of both thrill and family-friendly rides, educational presentations, shows and/or other attractions with broad demographic appeal which deliver memorable experiences and a strong value proposition for our guests.

We generate revenue primarily from selling admission to our theme parks and from purchases of food, merchandise and other items, primarily within our theme parks. For more information concerning our results from operations, see the “*Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations*” section included elsewhere in this Annual Report on Form 10-K.

As one of the world’s foremost zoological organizations and a global leader in animal welfare, training, husbandry, veterinary care and marine animal rescue, we are committed to helping protect and preserve the oceans, environment and the natural world. For more information, see the “*—Our Culture and Social Responsibility*” section included elsewhere in this Annual Report on Form 10-K.

Recent Developments

Impact of Global COVID-19 Pandemic

Our results of operations for 2022 continued to be impacted by the global COVID-19 pandemic due in part to a decline in both international and group-related attendance from historical levels. Additionally, our results of operations for 2021 and 2020 were impacted by the following factors: (i) capacity limitations, modified/limited operations and/or temporary park closures which were in place for portions of the respective periods; (ii) decreased demand due to public concerns and government restrictions associated with the pandemic; and (iii) severe restrictions on international travel.

In response to the COVID-19 pandemic, and in compliance with government restrictions, we temporarily closed all of our theme parks effective March 16, 2020. Beginning in June 2020, we began the phased reopening of some of our parks with enhanced health, safety and cleaning measures, capacity limitations and/or modified/limited operations, which at times included reduced hours and/or reduced operating days. By the end of August 2020, we had reopened 10 of our 12 parks on a limited basis and by the end of the second quarter of 2021, all of our 12 parks were open, and operating without COVID-19 related capacity limitations.

The COVID-19 pandemic has had, and may continue to have, a material impact on our financial results. See further discussion in the “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and the “*Risk Factors*” sections included elsewhere in this Annual Report on Form 10-K and in Note 1—Description of the Business in the notes in our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Current Operating Environment

Our Board has formed a number of committees and held certain meetings and operational review sessions designed to provide further assistance from Board members with expertise in certain areas by providing enhanced oversight over the operations of the Company. As a result, in the current operating environment, certain members of our Board, including our Chairman of the Board, are actively involved in overseeing certain key operating activities and decisions.

The current condition of the overall labor market, including wage inflationary pressures, the challenging current operating environment and COVID-19 related factors has led to increased turnover throughout the company and challenges in meeting our staffing goals. These staffing challenges have also led to wage pressures and less than optimal staffing levels, which have impacted and could continue to impact our ability to open some of our food and beverage and retail outlets, caused us to temporarily close some rides or attractions, and/or caused longer wait times in certain areas of our parks, which has and could continue to impact the guest experience. To address these items, we continue our efforts to recruit and retain talent, optimize staffing levels and focus on park operations from the guest perspective, among other initiatives. We have also been impacted by significant inflationary pressures (particularly relating to the costs for labor, goods, freight, services and capital projects), supply chain disruptions (which has, at times, impacted ride availability) and higher interest rates. We have heightened our focus on cost reduction and efficiency opportunities as well as incremental pricing and revenue opportunities to help offset cost pressures.

For further discussion relating to strategic measures we have taken to operate in the current environment, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and Note 1—Description of the Business in the notes in our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. For other factors concerning the current operating environment and the COVID-19 pandemic, see the “*Risk Factors*” section of this Annual Report on Form 10-K, including “*The COVID-19 pandemic has disrupted our business and could adversely affect our results of operations and/or various*

other factors beyond our control could materially adversely affect our financial condition and results of operations” and “If we fail to hire and/or retain employees, our business may be adversely affected”.

In March 2022, we opened our Sesame Place San Diego park which has been, and is expected to continue to be, open more operating days than the Aquatica San Diego park it replaced, particularly in the first and fourth quarters of the year. Additionally, during 2021 we began year-round operations at our SeaWorld park in Texas and began to strategically add additional operating days at both our Busch Gardens park in Virginia and our Sesame Place park in Pennsylvania.

Our Competitive Strengths

- **Brands That Consumers Know and Love.** We believe our brands attract and appeal to guests from around the world. We use our brands, intellectual property and the work we do to care for animals to increase awareness of our theme parks, drive attendance to our theme parks and create “out-of-park” experiences for our guests as a way to connect with them before they visit our theme parks and to stay connected with them after their visit. Such experiences include various consumer product offerings, including toys, books, apparel, educational tools and technology accessories as well as our websites and advertisements.
- **Differentiated Theme Parks.** We own and operate 12 theme parks which deliver high-quality educational experiences, entertainment offerings, aesthetic appeal, and shopping and dining experiences. Our portfolio includes theme parks ranked among the most highly attended in the industry, including three of the top 20 theme parks and four of the top 10 water parks in North America, as measured by attendance (*TEA/AECOM 2019 Report*). Our combined theme park portfolio has over 700 attractions that appeal to guests of all ages, including 75 animal habitats, 133 programs and 205 rides. In addition, we have over 325 restaurants, photo and specialty retail shops. Our theme parks appeal to the entire family and offer a broad range of experiences, ranging from educational animal encounters and presentations and family-friendly attractions, to thrilling rides and exciting shows. In fact, we have won numerous awards and recognition. See further details in our theme park portfolio table located in the *Our Theme Parks* section which follows.
- **Diversified Business Portfolio.** Our portfolio of theme parks is diversified in a number of important respects. Our theme parks are located in geographic clusters across the United States, which at times can help protect us from the impact of localized events. Many of our theme parks showcase a different mix of thrill-oriented and family friendly attractions including rides, educational presentations and/or shows. This varied portfolio of offerings attracts guests from a broad range of demographics and geographies. Our portfolio of theme parks appeal to both regional and destination guests, which provide us with a diversified attendance base.
- **One of the World’s Largest Zoological Collections.** We provide care for what we believe is one of the world’s largest zoological collections. We believe we are attractively positioned in the industry due to our highly unique zoological collection and ability to present our animals in a differentiated, interactive and educational manner. Through opportunities to explore and interact with these amazing animals in our parks, each year we educate millions of guests with the goal of inspiring them to care and protect animals and their habitats in the wild. Our commitment to these animals includes applying world-class standards of care while striving to provide habitats that promote their health. We also lead, partner with and/or sponsor research efforts that have provided and will continue to provide essential information and tools to help protect and sustain species in their natural habitats around the world. See the “—*Conservation and Community Relations*” section included elsewhere in this Annual Report on Form 10-K.
- **Strong Competitive Position.** Our competitive position is enhanced by the combination of our powerful brands, extensive zoological collection and expertise, and attractive in-park assets located on valuable real estate. Our zoological collection and expertise, which have evolved over our six decades of caring for animals, would be extremely difficult and expensive to replicate. We have made extensive investments in new attractions and infrastructure and we believe that our theme parks are well capitalized (see the “—*Capital Improvements*” section included elsewhere in this Annual Report on Form 10-K for a discussion of our new rides and attractions). We believe that the limited supply of real estate suitable for theme park development in the United States coupled with high initial capital investment, long development lead-times and zoning and other land use restrictions constrain the number of large theme parks that can be constructed.
- **Proven and Experienced Management Team and Employees with Specialized Animal Expertise.** Our senior management team, led by Marc Swanson, our Chief Executive Officer, has an average tenure of approximately 21 years in relevant industries. The management team is comprised of highly skilled and dedicated professionals with wide ranging experience in theme park operations, zoological operations, product and business development, hospitality, marketing, finance and accounting. Additionally, we believe our animal care team is among the most experienced and qualified in the world, making us a global leader in animal welfare, husbandry, enrichment, and veterinary care.

- **Proximity of Complementary Theme Parks.** Our theme parks are grouped in key locations near large population centers and/or tourism destinations across the United States, which allows us to realize revenue and operating expense efficiencies. Having complementary theme parks located within close proximity to each other also enables us to cross market and offer bundled ticket and vacation packages. In addition, closely located theme parks provide operating efficiencies including sales, marketing, procurement and administrative synergies as overhead expenses are shared among the theme parks within each region.
- **Significant Cash Flow Generation.** We believe that our disciplined approach to capital expenditures, cost management and working capital management historically has enabled us to generate significant annual operating cash flow, even in previous years of declining performance. In addition, some of our parks are open year-round, which has helped reduce seasonal cash flow volatility. Due to the temporary park closures and limited reopenings, as a result of the COVID-19 pandemic, our operating cash flow in 2020 was materially impacted, however, we have generated strong operating cash flow in both 2022 and 2021. See the seasonality discussion and the liquidity and capital resources discussion in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” section included elsewhere in this Annual Report on Form 10-K.
- **Care for Our Community and the Natural World.** We are committed to the communities in which our theme parks are located and focus our philanthropic efforts in three areas: animal preservation and stewardship; youth development and education; and community initiatives that address environmental sustainability. Our theme parks inspire and educate children and guests of all ages through experiences that are educational, fun and meaningful. Additionally, our Sesame Place park in Pennsylvania was the first theme park in the world to have achieved the designation of Certified Autism Center from the International Board of Credentialing and Continuing Education Standards (the “IBCCES”).

In 2020, in response to the COVID-19 pandemic, we provided complimentary distance learning resources for students, teachers and parents to use as schools shifted to virtual classrooms. These resources included standards-aligned classroom activities, teacher’s guides, videos, and animal information books. By providing these distance learning resources, we were able to help families explore, discover, and stay connected virtually in a fun and inspiring environment even while our parks were temporarily closed. We continue to provide and update these educational resources to encourage continuous learning.

We also partner with charities across the country whose values and missions are aligned with our own by providing financial support, in-kind resources, strategic guidance, and/or hands-on volunteer work. For example, we are one of the primary supporters and a corporate member of the SeaWorld & Busch Gardens Conservation Fund, a non-profit conservation foundation, which makes grants to wildlife research and conservation projects that protect wildlife and wild places worldwide. In addition, we operate one of the world’s most respected rescue programs for ill and injured marine animals, in collaboration with federal, state and local governments, and other members of accredited stranding networks, among others, with the goal of rehabilitating and returning them to the wild. Over our history, our animal experts have helped over 40,000 ill, injured, orphaned and abandoned wild animals. We are committed to animal rescue, conservation research and education and invest millions annually in these efforts.

Our Theme Parks

Our legacy started in 1959 with the opening of our first Busch Gardens theme park in Tampa, Florida. Since then, we have grown our portfolio of strong brands and strategically expanded across five states on approximately 2,000 acres of owned land and 190 acres of leased property in San Diego. Our theme parks offer guests a variety of exhilarating experiences, from animal encounters that invite exploration and appreciation of the natural world, to both thrilling and family-friendly rides, educational presentations and spectacular shows. Our theme parks also provide guests special events and concerts throughout the year, including our Seven Seas Food Festivals, Food & Wine Festivals, Craft Beer Festivals, Sesame Street Kids’ Weekends, Inside Look behind the scenes events, Viva La Musica music celebrations and Summer Nights and Electric Ocean summer events. Additionally, we feature special seasonal events such as our Halloween Spooktacular and Howl-O-Scream events and our Christmas, Hanukkah and Kwanzaa events, along with a variety of other events or festivals throughout the year for holidays such as Lunar New Year, Mardi Gras and Cinco de Mayo. Our theme parks are consistently recognized among the top theme parks in the world and rank among the most highly attended in the industry. See further discussion of our recent awards and recognition in the theme park portfolio table which follows. Also see a discussion of our new rides and attractions under the *Capital Improvements* section.

We generally locate our theme parks in geographic clusters, which we believe improves our ability to serve guests by providing them with a varied, comprehensive vacation experience and valuable multi-park pricing packages, as well as improving our operating efficiency through shared overhead costs. Our portfolio of branded theme parks includes the following (see the theme park portfolio table which follows for more details on each of these parks):










- **SeaWorld.** SeaWorld is widely recognized as the leading marine-life theme park brand in the world. Our SeaWorld theme parks rank among the most highly attended theme parks in the industry and offer up-close interactive experiences, educational presentations, special dining experiences, family-friendly and thrilling attractions and a variety of educational and entertainment offerings that immerse guests in the marine-life theme. We also offer our guests numerous animal encounters, including the opportunity to work with trainers and feed marine animals, as well as themed thrill and family-friendly rides and entertainment that creatively incorporate our one-of-a-kind zoological collection. We currently own and operate the following SeaWorld-branded theme parks:
 - *SeaWorld San Diego* is the original SeaWorld theme park and was founded in 1964 by four graduates from the University of California, Los Angeles (UCLA). SeaWorld San Diego spans 190 acres of waterfront property on Mission Bay in San Diego, California, is open year-round and is one of the most visited paid attractions in San Diego. SeaWorld San Diego is home to a number of attractions, including *Emperor*, a floorless dive coaster opened in 2022, *Tidal Twister*, a first-of-its-kind dueling roller coaster, and *Electric Eel*, a triple-launch steel roller coaster. SeaWorld San Diego is ranked among the top 20 theme parks in North America, as measured by attendance (*TEA/AECOM 2019 Report*).
 - *SeaWorld Orlando* is a 279-acre theme park in Orlando, Florida, the world's largest theme park destination, and is open year-round. In 2022, SeaWorld Orlando opened *Ice Breaker*, a quadruple launch coaster. SeaWorld Orlando is also home to a number of thrilling and family-friendly rides and attractions including *Sesame Street Land*, an immersive land which includes kids wet and dry play areas, interactive experiences, fun family rides and a Sesame parade, *Infinity Falls*, a river rapid ride, and *Mako*, a high-speed hyper coaster. SeaWorld Orlando is ranked among the top 10 theme parks in North America, as measured by attendance (*TEA/AECOM 2019 Report*).
 - *SeaWorld San Antonio* is one of the world's largest marine-life theme parks, encompassing 397 acres in San Antonio, Texas. In 2022, SeaWorld San Antonio opened *Tidal Surge*, the world's tallest and fastest Screaming Swing. SeaWorld San Antonio is also home to *Texas StingRay*, the tallest, fastest and longest wooden coaster in Texas and *Turtle Reef*, a one-of-a-kind sea turtle attraction.
- **Busch Gardens.** Our Busch Gardens theme parks are family-oriented destinations designed to immerse guests in international geographic settings. They are renowned for their thrill ride, entertainment and zoological offerings, as well as their beautiful landscaping and gardens. Our Busch Gardens theme parks allow our guests to discover the natural side of fun by offering a family experience featuring a variety of attractions, roller coasters, educational experiences and high-energy theatrical productions that appeal to all ages. We currently own and operate the following Busch Gardens theme parks:
 - *Busch Gardens Tampa Bay* is open year-round and features exotic animals, shows and both thrill and family-friendly rides on 306 acres of lush natural landscape. The zoological collection is a popular attraction for families, and the portfolio of rides broaden the theme park's appeal to teens and thrill seekers of all ages. In 2022, Busch Gardens Tampa Bay opened *Iron Gwazi*, the tallest hybrid coaster in North America and the world's fastest and steepest hybrid coaster. Busch Gardens Tampa Bay is also home to *Tigris*, a triple launch steel coaster that catapults riders forward and backward. Busch Gardens Tampa Bay is ranked among the top 20 theme parks in North America, as measured by attendance (*TEA/AECOM 2019 Report*).
 - *Busch Gardens Williamsburg*, a 422-acre theme park, is regularly recognized as one of the highest quality theme parks in the world, capturing dozens of awards over its history for attraction and show quality, design, landscaping, culinary operations and theming. Busch Gardens Williamsburg is home to a number of thrilling roller coasters and attractions including *Pantheon*, which opened as the world's fastest multi-launch coaster in 2022 and *Finnegan's Flyer*, an extreme swing ride.
- **Aquatica.** Our Aquatica-branded water parks are premium, family-oriented destinations in a South Seas-themed tropical setting. Aquatica water parks build on the aquatic theme of our SeaWorld brand and feature high-energy rides, water attractions, white-sand beaches and an innovative presentation of marine animals. We position our Aquatica water parks as companions to our SeaWorld theme parks and currently own and operate the following separately gated Aquatica branded theme parks:
 - *Aquatica Orlando* is an 81-acre South Seas-themed water park close to SeaWorld Orlando that is open year-round. The water park features state-of-the-art attractions for guests of all ages and swimming abilities, including some that pass by or through animal habitats. In 2022, Aquatica Orlando opened *Reef Plunge*, a body slide which passes through an underwater habitat, and in 2021, opened *Riptide Race*, a dueling pipeline slide. Aquatica Orlando is ranked #4 most attended water park in North America and #8 worldwide (*TEA/AECOM 2019 Report*) and was the first water park in the world to be designated a Certified Autism Center (*IBCCES, 2019*).
 - *Aquatica San Antonio* is an 18-acre water park located adjacent to SeaWorld San Antonio. The water park features a variety of waterslides, rivers, lagoons, a large beach area and private cabanas. In 2022, Aquatica San Antonio opened *Riptide Race*, a dueling pipeline slide. Aquatica San Antonio is also home to *Tonga Twister*, a high energy body slide. Aquatica San Antonio is ranked #8 most attended water park in North America (*TEA/AECOM 2019 Report*).





- **Discovery Cove.** Located next to SeaWorld Orlando, Discovery Cove is a 58-acre, reservations only, all-inclusive marine life theme park that is open year-round and features premium culinary offerings. The theme park restricts its attendance in order to assure a more intimate experience. Discovery Cove provides guests with a full day of activities, including the opportunity to interact with dolphins and sharks, snorkel with thousands of tropical fish, wade in a lush lagoon with stingrays and hand-feed birds in a free flight aviary. Discovery Cove was the first all-inclusive day resort and animal interaction park in the U.S. to be designated a Certified Autism Center (*IBCCES, 2019*).
- **Sesame Place.** Our Sesame Place theme parks are the only theme parks in the United States entirely dedicated to the award-winning television show, Sesame Street, and its spirit of imagination. The theme parks share SeaWorld’s “education and learning through entertainment” philosophy and allows parents and children to experience Sesame Street together through whirling rides, water slides, colorful shows and furry friends. We currently own and operate the following separately Sesame Place branded theme parks:
 - *Sesame Place Philadelphia* is a 55-acre theme park located in Langhorne, Pennsylvania. The theme park features dry and water rides, play areas, meet and greets, shows year-round events and a parade all themed to Sesame Street. In 2022, Sesame Place opened *Big Bird's Tour Bus*, a red double-decker bus which goes around and around with a Sesame Street-inspired cityscape as the backdrop. Sesame Place Philadelphia was the first theme park in the world to be designated as a Certified Autism Center (*IBCCES, 2018*).
 - *Sesame Place San Diego* is a 17-acre theme park opened in 2022 on the site of our former Aquatica San Diego park in Chula Vista, California. The park features an interactive Sesame Street Neighborhood, where kids can play with immersive physical and digital character experiences. Guests also have exciting ways to engage with Sesame Street characters, including a live character show, a daily parade and one-of-a-kind photo opportunities. In addition to ongoing park offerings, the park has a full lineup of exciting family-friendly events and seasonal celebrations throughout the year.

See additional discussion concerning the license agreement with Sesame Workshop in the “—*Intellectual Property*” section included elsewhere in this Annual Report on Form 10-K.

- **Water Country USA.** Located on 222 acres, Virginia’s largest family water park, Water Country USA, features state-of-the-art water rides and attractions, all set to a 1950s and 1960s surf theme. Water Country USA is located near Busch Gardens Williamsburg and in 2022 opened *Aquazoid Amped*, a new water slide experience featuring a special effects show, music and dynamic lighting effects. Water Country USA is ranked #6 most attended water park in North America (*TEA/AECOM 2019 Report*).
- **Adventure Island.** Located adjacent to Busch Gardens Tampa Bay, Adventure Island is a 56-acre water park which features water rides, dining and other attractions that incorporate a Key West theme. Adventure Island is ranked #7 most attended water park in North America (*TEA/AECOM 2019 Report*). In 2022, Adventure Island opened *Rapids Racer*, a dueling pipeline slide, and re-opened *Wahoo Remix* (formerly *Wahoo Run*), a family raft ride with new synchronized light and sound elements.

The table which follows represents our theme park portfolio in 2022 and some of our recent awards and recognition.

Location	Theme Park	Year Opened	Awards/Recognition	2022 Theme Park Portfolio ^(c)			
				Animal Habitats ^(d)	Rides ^(e)	Pro-grams ^(f)	Other ^(g)
Orlando, FL		1973	<ul style="list-style-type: none"> Voted #1 Nation's Best Amusement Park in 2022 and 2021 (<i>USA Today</i>, 2021-2022) and voted Orlando's Best Theme Park from 2016 through 2019 (<i>Orlando Sentinel</i>, 2016-2019) Ranked #1 Best Marine Life/Wildlife Park since the award's inception in 2006 (<i>Amusement Today</i>, 2006-2019, 2021-2022) Features <i>Mako</i> which ranked #2 Best Roller Coaster for 2022, #1 for 2021 (<i>USA Today</i>, 2021-2022) and #16 top steel roller coaster in the world (<i>Amusement Today</i>, 2022), <i>Ice Breaker</i> which was awarded Best New Amusement Park Attraction for 2022 (<i>USA Today</i>, 2022), <i>SeaWorld Christmas</i> which ranked #1 Theme Park Holiday Event for 2022 (<i>USA Today</i>, 2022) and <i>Howl-O-Scream</i> which ranked #3 Best Theme Park Halloween Event in 2022 (<i>USA Today</i>, 2022) Awarded an International Association of Amusement Parks and Attractions ("IAAPA") 2022 Brass Ring Award (<i>IAAPA</i>) 	17	13	24	46
		2000	<ul style="list-style-type: none"> Ranked #4 Best Marine Life/Wildlife Park in 2022 and 2021 and #3 in 2019 (<i>Amusement Today</i>, 2019, 2021-2022) Voted Best Theme Park in Orlando for 2022 and 2021 and Best Romantic Thing to Do in Orlando for 2021 (<i>USA Today</i>, 2021-2022) Voted Best Marine Mammal Park (<i>Global Brands Magazine</i>, 2020) 	5	3	0	10
		2008	<ul style="list-style-type: none"> Voted #1 for Nation's Best Outdoor Waterpark in 2022, 2021 and 2018 and among top 5 in 2019 and 2020 (<i>USA Today</i>, 2018-2022) Voted Orlando's Best Waterpark from 2016 through 2019 (<i>Orlando Sentinel</i> 2016-2019) Ranked among the top 25 water parks in the U.S. (<i>TripAdvisor</i>, 2019) Features <i>Riptide Race</i>, ranked #2 Best New Water Park Ride of 2021 (<i>Amusement Today</i>, 2021) 	3	14	0	6
Tampa, FL		1959	<ul style="list-style-type: none"> Ranked #5 for the Nation's Best Amusement Park for 2022 (<i>USA Today</i>, 2022) and features <i>Iron Gwazi</i> which ranked #1 Best New Roller Coaster for 2022 (<i>Amusement Today</i>, 2022), <i>Falcon's Fury</i> which ranked #1 Best Non-Roller Coaster ride for 2020, <i>Turn It Up!</i> Show which ranked among top 5 Best Amusement Park Entertainment from 2019-2022 and <i>Howl-O-Scream</i> which ranked #4 Best Theme Park Halloween Event in 2022, and #3 in 2021 (<i>USA Today</i>, 2019-2022) Ranked #2 Best Marine Life/Wildlife Park of 2022 and 2021 and features 2 of the world's top 50 steel roller coasters (<i>Amusement Today</i>, 2021-2022) Ranked among top 10 amusement parks in the U.S. (<i>TripAdvisor</i>, 2022) 	14	28	33	52
		1980	<ul style="list-style-type: none"> Ranked #5 for the Nation's Best Outdoor Waterpark in 2022, #8 in 2021 and 2020 (<i>USA Today</i>, 2020-2022) 	0	13	0	5
San Diego, CA		1964	<ul style="list-style-type: none"> Ranked #5 Best Marine Life/Wildlife Park in 2021 and among top three from 2006 through 2018 (<i>Amusement Today</i>, 2006-2018, 2021) Features <i>Emperor</i> which ranked #3 Best New Amusement Park Attraction for 2022 (<i>USA Today</i>, 2022), <i>Tidal Twister</i> which ranked #4 Best New Family Attraction of 2019 (<i>Amusement Today</i>, 2019) and #10 Best New Amusement Park Attraction for 2019 (<i>USA Today</i>, 2020) Awarded three IAAPA 2018 Brass Ring Awards and one in 2017 (<i>IAAPA</i>) 	21	16	13	26
		1996 ^(a)	<ul style="list-style-type: none"> Located in Chula Vista, California and formerly operated as Aquatica San Diego First theme park in the San Diego area to open as a Certified Autism Center (<i>IBCCES</i>, 2022) 	0	15	0	11
San Antonio, TX		1988	<ul style="list-style-type: none"> Features <i>Tidal Surge</i> which ranked #5 Best New Amusement Park Attraction for 2022 (<i>USA Today</i>, 2022), and <i>Texas Stingray</i> which was ranked #4 Best New Roller Coaster of 2021 (<i>Amusement Today</i>, 2021) and #5 Best New Amusement Park Attraction for 2020 (<i>USA Today</i>, 2020-2021) Awarded an International Association of Amusement Parks and Attractions 2022 Brass Ring Award (<i>IAAPA</i>) Ranked among top four Best Marine Life Parks from 2006 through 2018 (<i>Amusement Today</i>, 2006-2018) 	7	13	27	45
		2016 ^(b)	<ul style="list-style-type: none"> Features <i>Riptide Race</i> which ranked #3 Best New Water Park Ride of 2022 (<i>Amusement Today</i>, 2022) Ranked among top 15 water parks in the U.S. (<i>TripAdvisor</i> 2019) 	3	14	0	7

Location	Theme Park	Year Opened	Awards/Recognition	2022 Theme Park Portfolio ^(c)			
				Animal Habitats ^(d)	Rides ^(e)	Pro-grams ^(f)	Other ^(g)
Williamsburg, VA		1975	<ul style="list-style-type: none"> Ranked #4 for the Nation's Best Amusement Park in 2022 and 2021 and features <i>Pantheon</i> which ranked #4 Best New Amusement Park Attraction for 2022, the <i>Celtic Fyre</i> show which was awarded the Best Amusement Park Entertainment for 2018 through 2022, and <i>Howl-O-Scream</i> which ranked #4 Best Theme Park Halloween Event in 2022 (<i>USA Today</i>, 2018-2022) Ranked among top 25 amusement parks in the U.S. (<i>TripAdvisor</i>, 2019-2020) Named the World's Most Beautiful Amusement Park for 32 consecutive years (<i>National Amusement Park Historical Association</i>, 2022) Awarded #1 for the Most Beautiful Park/Best Landscaping in 2022, #3 in 2021, and #1 for 2020 and each prior year since the category's inception in 1998 and features one of the world's top 50 wood roller coasters, <i>InvadR</i>, and three of the world's top 50 steel roller coasters, led by <i>Apollo's Chariot</i>, the #8 rated steel roller coaster in the world (<i>Amusement Today</i>, 1998- 2019, 2021-2022) 	5	36	16	35
		1984	<ul style="list-style-type: none"> Ranked #3, #4 and #5 for the Nation's Best Outdoor Waterpark for 2022, 2021 and 2020, respectively (<i>USA Today</i>, 2020-2022) Ranked among top 25 water parks in the U.S. (<i>TripAdvisor</i> 2019-2020) Features the <i>Cutback Water Coaster</i> ride which was awarded the Best New Water Park Ride of 2019 (<i>Amusement Today</i>, 2019) 	0	16	0	5
Langhorne, PA		1980	<ul style="list-style-type: none"> Ranked #5 Best Family Park of 2021 and #2 in 2019 (<i>Amusement Today</i>, 2021, 2019) and features <i>Oscar's Wacky Taxi</i>, ranked among the top 5 Best New Rides of 2018 (<i>Amusement Today</i>, 2018) First theme park in the world to be designated as a Certified Autism Center (<i>IBCCES</i>, 2018) 	0	24	20	50
Total^(h)				75	205	133	298

- (a) This former water park was acquired renovated, rebranded, and relaunched as Aquatica San Diego in June 2013. Subsequently, we converted this park into a Sesame Place standalone theme park which opened in March 2022.
- (b) Prior to 2016, Aquatica San Antonio was included in admission for SeaWorld San Antonio and did not have a separate gate. In 2016, Aquatica San Antonio was converted into a stand-alone, separate admission park that guests can access through an independent gate.
- (c) The 2022 theme park portfolio represents animal habitats, rides, shows and other offerings which were available to guests in 2022.
- (d) Represents animal habitats without a ride or show element, often adjacent to a similarly themed attraction.
- (e) Represents mechanical dry rides, water rides and water slides (including wave pools and lazy rivers) which may include educational and/or conservation-related elements.
- (f) Represents annual and seasonal educational presentations, programs or shows with either animals, characters, live entertainment and/or 3-D or 4-D experiences.
- (g) Represents our 2022 portfolio for events, distinctive experiences and play areas, which collectively may include educational and/or conservation-related elements and may include special limited time events; distinctive experiences often limited to small groups and individuals and/or requiring a supplemental fee (such as educational tours, immersive dining experiences and interactions with animals); and pure play areas, typically designed for children or seasonal special events, often without a queue (such as water splash areas or Halloween mazes).
- (h) The total number of animal habitats, rides, shows, presentations, events, distinctive experiences and play areas in our theme park portfolio varies seasonally.

Capital Improvements

We make annual targeted investments to support our existing theme park facilities and attractions, as well as enable the development of new theme park attractions and infrastructure. Maintaining and improving our theme parks, as well as opening new attractions, is critical to remain competitive, grow revenue and increase our guests' length of stay.

During 2022, we opened numerous new rides and attractions including 5 of the top 10 Best New Amusement Park Attractions of 2022, led by *Ice Breaker at SeaWorld Orlando* which ranked #1 (*USA Today*, 2022). For 2023, we believe we have a strong line-up of new rides, attractions, events and upgrades, including, something new and meaningful planned in every one of our parks. This includes the following new rides and attractions expected to open in 2023:

- *Pipeline: The Surf Coaster (SeaWorld Orlando)*: The first-of-its-kind surf coaster, with seats in a surfing position that rise and fall to mimic the sensation of riding a wave. The coaster will accelerate riders to 60 miles per hour through five air-time moments and an innovative 'wave curl' inversion.
- *Arctic Rescue (SeaWorld San Diego)*: The fastest and longest straddle coaster on the West Coast takes riders through three launches at speeds up to 40 miles per hour.
- *Catapult Falls (SeaWorld San Antonio)*: The world's first launched flume coaster features the world's steepest flume drop, North America's only flume with a vertical lift, and the tallest flume drop in Texas.
- *DarKoaster (Busch Gardens Williamsburg)*: The first all-indoor straddle coaster in North America. Riders experience four launches at speeds up to 36 miles per hour through over 2,400 feet of track.
- *Serengeti Flyer (Busch Gardens Tampa Bay)*: The world's tallest and fastest Screaming Swing will take riders up 135 feet at speeds reaching 68 miles per hour.
- *Turi's Kid Cove and Tamariki Twirl (Aquatica Orlando)*: A water play area featuring watering palms, tipping buckets, spraying jets and water bobbles along with the *Tamariki Twirl* kid-sized wave slide.
- *Shaka Laka Shores (Adventure Island)*: A splash and play zone featuring an area with over 25 spray elements and a central kid-friendly play structure.
- *Riptide Race (Water Country USA)*: The first dueling pipeline slide in Virginia that will send riders through over 500 feet of slide all while navigating high-speed tunnels and tight turns alongside their opponents.
- *Bert & Ernie's Splashy Shores (Sesame Place Philadelphia)*: A water play area featuring water umbrellas, tipping buckets, spraying jets, water bobbles and a spraying water tower.
- *The Count's Splash Castle (Sesame Place San Diego)*: An enhanced water play area and expanded play structure which features three tipping buckets, four water slides and over 100 other water play elements.

In order to manage costs and expenditures and to maximize liquidity in response to the temporary park closures and limited reopenings related to the onset of the COVID-19 pandemic in 2020, we substantially reduced or deferred all capital expenditures starting in March 2020 (other than minimal essential capital expenditures) when the parks were closed and postponed the opening of certain rides that were still under construction and originally scheduled to open in 2020. We were able to open certain new attractions in 2020 including our award-winning *Texas Stingray* coaster at *SeaWorld San Antonio* and in 2021, we opened *Riptide Race* at *Aquatica Orlando*. During 2022, we opened the remaining rides which had been previously delayed from 2020.

Safety, Maintenance and Inspection

Safety is of utmost importance to us. Maintenance at our theme parks is a key component of safety and guest service and includes two areas of focus: (i) facilities and infrastructure and (ii) rides and attractions. Facilities and infrastructure maintenance consists of all functions associated with upkeep, repair, preventative maintenance, code compliance and improvement of theme park infrastructure. This area is staffed with a combination of external contractors/suppliers and our employees.

Rides and attractions maintenance represents all functions dedicated to the inspection, upkeep, repair and testing of guest experiences, particularly rides. Rides and attractions maintenance is also staffed with a combination of external suppliers, inspectors, and our employees, who work to assure that ride experiences are operating within, and that maintenance is conducted according to, the manufacturer's criteria, internal standards, industry best practice and standards (such as ASTM International, formerly known as the American Society for Testing and Materials), state or jurisdictional requirements, as well as the ride designer or manufacturer's specifications. All ride maintenance personnel are trained to perform their duties according to internal training processes, in addition to recognized industry certification programs for maintenance leadership. Every ride at our theme parks is inspected regularly, according to daily, weekly, monthly, and annual schedules, by both park maintenance experts and external consultants. Additionally, all rides are inspected daily by maintenance personnel before use by guests to ensure proper and safe operation.

A networked enterprise software system is used to plan and track various maintenance activities, in order to schedule and request work, track completion progress and manage costs of parts and materials.

In addition to our day-to-day maintenance and inspection practices for the existing rides in our parks, before new rides are introduced to our guests, an extensive review of the ride, from design through installation, is conducted by the ride manufacturer, internal technical and operational experts, local authorities, as well as competent third-party inspectors and engineers. Additionally, all new rides are analyzed according to a standardized, internal evaluation and acceptance process, which reviews, among other things, that the new ride operates safely and as intended, that the associated site and facility requirements for the ride operation are met, that the appropriate training of our employees is conducted, and that operational and maintenance procedures are documented.

Environmental and Social Responsibility

As a purpose-driven company, our culture is built on our mission to provide experiences that matter for our guests and, in many of our parks, inspiring our guests to protect animals and the wild wonders of our world. Our management team and our employees, often referred to as ambassadors, are committed to social responsibility and strive to connect people to nature and animals and to do so in a socially responsible manner. We create an environment in our theme parks, where each guest can explore a diverse range of experiences meant to inspire and motivate them to join us in protecting animals and our planet. Our purpose and focus on creating experiences that matter for our guests are integral to our organization and the cornerstone of our success.

Animal Care and Rescue

We provide care for one of the largest zoological collections in the world. Our commitment to these animals includes applying world-class standards of care, while striving to provide habitats that promote the health of the animals. During our temporary park closures due to the COVID-19 pandemic in 2020, essential personnel, including our animal care experts, continued to provide for the health, safety, and nutritional needs of all of the animals in our care. Our animal care team is among the most experienced and qualified in the world, making SeaWorld a global leader in animal welfare, husbandry, enrichment, and veterinary care.

The zoological programs of all three SeaWorld parks, Discovery Cove and Busch Gardens Tampa Bay are validated by several professional zoological assessing organizations. Our parks are accredited members of the Association of Zoos and Aquariums (“AZA”), one of the foremost professional zoological organizations in the world. In addition, our three SeaWorld parks and Discovery Cove are accredited by the Alliance of Marine Mammal Parks and Aquariums (“AMMPA”), an association specifically focused on the care of marine mammals. SeaWorld’s facilities have also received accreditation from the International Marine Animal Trainers’ Association (“IMATA”), whose Animal Trainer Development Program was developed to recognize those facilities that have exceptional systems for training animal care givers in the science and art of animal training, while utilizing positive reinforcement. And lastly, all three SeaWorld parks, Aquatica Orlando, Discovery Cove and Busch Gardens Tampa Bay are Certified Humane by Humane Conservation, an animal welfare certification standard developed by the independent third-party organization American Humane.

We take a comprehensive approach to ensuring the health and welfare of the animals in our care that focuses on physical, behavioral and population health. Our animal care team includes board-certified veterinarians, technicians, and animal care experts, and we have onsite animal hospitals at each SeaWorld park and a guest-facing, state-of-the-art Animal Care Center at our Busch Gardens park in Tampa, Florida. We have also been at the forefront of advancing understanding and best practice-related behavioral health in animals.

We are committed to caring for each individual animal, and to being responsible stewards of our animal populations, including ensuring that we maintain the genetic diversity needed for healthy and self-sustaining populations. We have invested significantly in developing leading-edge reproductive health expertise, technologies, and capabilities. Our focus on population health is also driven by our goal of helping to support, and our participation in, Species Survival Plans, which are ultimately aimed at preserving species in the wild.

We apply high quality and comprehensive animal care standards, and actively work to advance knowledge and improve standards. We do this by contributing to research and sharing our insights with other zoological organizations around the world. For example, our continued work to define the clinically normal, healthy ranges for key measures in marine animals in our parks has helped to establish and refine the standards used by many veterinarians to assess both wild and managed marine species. This ongoing research also includes defining the basic biology and physiology of animals in our population. The combined results of these continued research efforts have provided and will continue to provide essential information and tools to help formulate plans to protect species in their natural habitats.

We are also a leader in animal rescue. Working in partnership with state, local and federal agencies, our rescue teams are on call 24 hours a day, seven days a week, 365 days a year, including during our temporary park closures in 2020 and 2021 due to the COVID-19 pandemic. Consistent with our mission to protect animals and their ecosystems, our rescue teams mobilize and often travel hundreds of miles to help ill, injured, orphaned or abandoned wild animals in need of our expert care, with the goal of returning them to their natural habitat. Over our history, we have helped over 40,000 animals across a number of species including bottlenose dolphins, manatees, sea lions, seals, sea turtles, sharks, birds and more. For example, we work closely with Florida Fish and Wildlife Commission (the “FWC”) and in the past six years have helped over 300 manatees as human caused pressures increase. We have one of the largest manatee rescue operations in the world and operate one of only five manatee critical care facilities in the U.S. In response to the growing number of manatees in crisis, during 2022 we announced plans to double the size of our manatee rescue facility at *SeaWorld Orlando*.

Our commitment to animals also extends beyond our theme parks and throughout the world. We actively participate in species conservation and rescue efforts as discussed in the “—*Conservation and Community Relations*” section which follows.

Conservation and Community Relations

Our purpose is to inspire people to protect animals and the wild wonders of the world, and a critical way we deliver on this is by providing our guests opportunities to explore and interact with the animals in our parks. Through our up-close animal encounters, educational exhibits, “Inside Look” events, educational presentations, and innovative entertainment, we strive to inspire each guest to take action to care for and conserve the natural world. Some of the animals in our care serve as ambassadors for their species through public appearances that educate the public and raise awareness for issues facing wildlife and wild places. We also partner with and support leading research, education and conservation organizations that help protect species of animals at risk in the wild, as well as the habitats that are home to many vulnerable species. For example, we are working alongside various resource management agencies, including the FWC, National Oceanic and Atmospheric Administration Fisheries, the Fish and Wildlife Foundation of Florida, and other zoological facilities, to save Florida’s endangered coral reef by contributing resources and expertise to the Florida Coral Rescue Center (the “FCRC”). The FCRC is an environmental conservation effort located in Orlando, Florida that aims to provide a safe and stable home for coral colonies to receive world-class care from a team of experts, including experts from SeaWorld. The FCRC was established for gene banking and care of corals rescued from reefs not yet affected by disease impacting corals in the wild.

We have supported conservation efforts such as the Killer Whale Research and Conservation Program, in partnership with the National Fish and Wildlife Foundation, to study and protect endangered killer whales in the wild, with a particular focus on the Southern Resident killer whale population found off the coast of Washington. Another example is a partnership with marine wildlife artist and conservationist Guy Harvey focused on ocean health and the plight of sharks in the wild. We also continue to support the Hubbs-SeaWorld Research Institute, which was started nearly 60 years ago by one of SeaWorld’s founders and remains a world-renowned scientific research organization committed to conserving and renewing marine life to ensure a healthier planet.

As part of our commitment to education and conservation efforts, we have entered into partnerships on some of our rides and attractions including with the following conservation organizations: the Alaska SeaLife Center on our *Ice Breaker* at *SeaWorld Orlando* ride which highlights animal rescue and climate change in the Arctic region; Penguins International on our *Emperor* ride at *SeaWorld San Diego* which focuses on penguin awareness and conservation; and the Wilderness Foundation Africa on our *Iron Gwazi* ride at *Busch Gardens Tampa Bay* which highlights the plight of endangered African wildlife.

Alongside our conservation work, we are committed to giving back to the communities in which our theme parks are located. We focus our philanthropic efforts in three areas: animal preservation and stewardship; youth development and education; and community initiatives that address environmental sustainability. We partner with charities across the country whose values and missions are aligned with our own by providing financial support, in-kind resources, strategic guidance and/or hands-on volunteer work. Additionally, our ambassadors are actively involved in volunteer activities, such as beach and river cleanup efforts, fun run charity fundraisers, local food bank distributions and more. We also provide complimentary tickets and discounts to educators as well as active and former military and their families.

Sustainable Operations

Environmental conservation is implicit in our purpose. To thrive, animals need vibrant ecosystems and healthy habitats. We understand the adverse effects of human behavior and climate change on ecosystems and the animals who call them home; therefore, we are constantly working to minimize the footprint of our operations. As a part of our commitment to conservation, we have invested in numerous projects to reduce our energy and water use and the amount of waste we generate.

Energy Efficiency

We are evaluating the ways in which we can reduce our fossil fuel consumption and greenhouse gas emissions to better align with our mission to protect animals and the natural ecosystems on which they rely. Over the past few years, we have continued to make investments in renewable energy and greater energy efficiency at our parks and buildings such as solar panels, LED lighting retrofits, adding variable-frequency drive to motors and enhancing other mechanical systems. Renewable and energy efficiency highlights include the solar carport system at Sesame Place San Diego, which not only generates up to 90% of the park's annual energy needs but also provides over 400 shaded parking spots for guests and employees. In our data operations, we have adopted processes that decrease energy usage at on-premise data centers, including transitioning gradually to cloud storage. In addition to lowering our overall electrical consumption, these measures are designed to improve our data security posture.

Water Stewardship

Given our dedication to protecting marine animals and their habitats, water stewardship is naturally one of our key focus areas. Our parks and operations rely heavily upon water, and we continually seek innovative ways of reducing water usage, whether through updating our parks' animal habitats with new filtration technology strategies, using best practices wherever possible, or installing drought-tolerant landscaping. We believe our parks have some of the most advanced and efficient water purification systems in the world, which provide the optimum environment for our marine life. We leverage this knowledge to reclaim and recycle wastewater for reuse, thereby decreasing our consumption of fresh water. We have also implemented a range of other water conservation efforts across our parks, including a natural biofiltration system in 2019 at SeaWorld San Antonio, which is the first of its kind in a zoological setting. Many of our water conservation efforts incorporate lessons from our facilities in San Diego and San Antonio, which, driven in part by drought conditions, have found innovative opportunities to harvest rainwater, reuse water for cooling buildings, and adapt landscaping to require less water. We continually look for new ways to reduce water use in our parks and to support water conservation projects elsewhere.

Waste Management

We see the impacts of marine debris and litter along shorelines and in coastal waters, estuaries, and oceans – a visible reminder of the need to reduce waste. We are doing our part by implementing programs to generate less waste in our parks.

At all our parks, we have implemented a range of waste-reduction and resource conservation initiatives, including: (i) removing all expanded polystyrene products from the parks; (ii) removing all plastic straws, plastic coffee stir sticks and plastic shopping bags as of 2018; (iii) using fibers certified by the Forest Stewardship Counsel ("FSC") as sustainably sourced for printed materials when available; and (iv) minimizing the use of paper throughout our business by switching to online platforms and providing tablets for Environmental Health & Safety employees to use for accident investigation. We raise awareness with our employees and guests about the need for all of us to do our part to address this global challenge.

Responsible Sourcing

Corporate responsibility extends to how we source the goods and services needed to operate our parks and to serve our guests. We have established a Responsible Food Sourcing Policy, which outlines our commitment to partner with food suppliers that deliver products that meet or exceed sustainable, healthy and humane food standards. For example, our seafood is sourced from organizations that promote environmentally responsible fishing and farming processing and food safety practices, our eggs are certified cage-free, and we have made a commitment to purchase commodity pork cuts from suppliers who have announced a commitment to humane farming practices. In response to growing guest demand, we have also taken steps to expand the number of plant-based food offerings on our menus across our parks. As part of these efforts, in 2019, we added a sustainable, plant-based burger to our menus at all of our parks. We have also taken additional steps, where possible, to identify and partner with brands and products in our parks which share our commitment to giving back to communities, animals, and/or our broader environment.

Human Capital Management

We have a diverse and mission-driven team of employee ambassadors. Our team makes it possible each day to provide our guests with experiences that matter and to inspire them to protect animals and the wild wonders of our world. As of December 31, 2022, we employed approximately 3,200 full-time employees and approximately 11,900 part-time and seasonal employees. During our peak operating season in 2022, we employed additional part-time and seasonal employees, including high school and college students. None of our employees are covered by a collective bargaining agreement.

Our focus on recruiting and developing diverse talent has resulted in a management team that is approximately 48% female and 34% of a minority ethnicity. Similarly, our overall workforce is 51% women and 56% of a minority ethnicity. We don't simply view diversity as a target, but rather a continual commitment to focus on creating the best and most inclusive workplace possible by recognizing and celebrating our unique backgrounds.

We strive to provide our ambassadors with a competitive compensation package using market data including comprehensive benefits. We provide benefits including health, dental, vision, disability, life insurance, retirement, paid time-off, complimentary tickets and various other benefits.

We provide training and require certifications for certain positions. We routinely review all procedures and safety requirements to promote a safe working environment for our ambassadors, guests and animals.

We believe that working for our Company is more than a job – it is a commitment to the protection of animals and the wild wonders of our world, while also providing a fun and meaningful experience for our guests that will be remembered long after they leave our parks. We create memories that matter. Our human capital programs, policies, and initiatives will continue to reinforce this belief in the years ahead.

Our Products and Services

Admission Tickets

We generate most of our revenue from selling admission to our theme parks. We engage with travel agents, ticket resellers and travel agencies, and directly with our guests through our websites and social media, to promote advanced ticket sales and provide guest convenience and ease of entry.

Guests who visit our theme parks have the option of purchasing multiple types of admission tickets, from single and multi-day tickets to season or annual passes. In addition, visitors can purchase vacation packages with preferred hotels, behind-the-scenes tours and educational animal encounters, specialty dining packages, and front of the line “Quick Queue” access to enhance their experience. We actively use pricing and promotions to manage capacity and maximize revenue. We utilize demand-based pricing for select peak time periods at some of our parks, advance purchase discounts to encourage early commitment, and seasonal pricing models to drive demand in non-peak time periods.

In-Park Offerings

We generate revenue from the sale of in-park products and services, primarily consisting of food, beverage and merchandise items.

Food and Beverage Offerings

We strive to deliver a variety of high quality, creative and memorable food and beverage experiences for our guests. Our culinary team focuses on providing creative menu offerings and ways to deliver those offerings that appeal to our diverse guest base. We also offer a variety of dining programs that we believe provide quality food and great value to our guests and drive incremental revenues. While our menu offerings have broad appeal, they also cater to guests who desire healthy options and those with special allergy-related needs. Our all-day-dining program delivers convenience and value to our guests with numerous restaurant choices for one price for the entirety of their day visit to the park. We also offer creative immersive dining experiences that allow guests to dine up-close with our animals and characters. Our commitment to care for the natural world extends to the food that we serve. Some of our menus feature sustainable, organic, seasonal, and locally grown ingredients that aim to minimize environmental impacts to animals and their habitats. In addition, through our ongoing culinary supply chain management initiatives, we believe we are well-positioned to take advantage of changing economic and market conditions.

Merchandise and Other In-Park Service Offerings

We offer guests the opportunity to capture memories through our products and services, including through traditional retail shops, game venues and customized photos. We make a focused effort to leverage the emotional connection of the theme park experiences, capitalize on trends, and optimize brand alignment with our merchandise product offerings. In-park games are designed with the goal of creating positive family experiences for guests of every age. Our merchandise teams also focus on making a visit to our theme parks easy, convenient, and comfortable. This includes offering quick queue passes for front of the line access to popular attractions, reserved seating, cabana rentals and other guest conveniences like lockers or service vehicle rentals such as strollers, electric personal carts and wheelchairs.

Consumer Products and Licensing

To capitalize on our popular brands, we leverage content through licensing and consumer product arrangements. We developed licensed consumer products to drive consumer sales through retail channels beyond our theme parks and continue to look for this channel to grow. While currently these licensed consumer products do not represent a significant percentage of our total revenue, we believe by leveraging our brands and our intellectual property through consumer products, we will create new revenue streams and enhance the value of our brands through greater brand visibility, consumer awareness and increased consumer loyalty. In addition, we have expanded our brand appeal through strategic alliances with well-known external brands, including Sesame Street and Build-A-Bear. We have also incorporated Rudolph the Red-Nosed Reindeer™ and other well-known characters into five of our park holiday programs under a license agreement with Character Arts, LLC, which currently runs through January 2024.

Group Events

At times we host a variety of different group events and meetings at our theme parks, both during the day and at night. Our parks provide a wide variety of unique venues, backdrops and products for groups and include venues such as the icy walls of Antarctica, concert ready stadiums, outdoor pavilions, animal habitats and fully air-conditioned ballrooms. Our special group ticket packages and offerings appeal to specialty markets such as youth, sports, social (e.g., family reunions) and fraternal groups, as well as corporate groups seeking to recognize and reward their employees.

Park buy-outs have historically allowed groups to enjoy exclusive itineraries, including meetings, educational presentations and shows, up-close encounters with animals and behind-the-scenes tours. Our group facilities are available year-round and fully customizable as they can be built around any of the park's special events, educational presentations, inspirational shows, or one-of-a-kind attractions. Each of our theme parks offers attractive venues, such as SeaWorld Orlando's Ports of Call, a 70,000 square foot dedicated special events complex and banquet facility that includes a ballroom, a collection of four outdoor pavilions and a courtyard in Orlando, or a fully enclosed and air-conditioned pavilion in Tampa.

As a result of the COVID-19 pandemic and the related impacts, group events and/or attendance in 2022, 2021 and 2020 were impacted. See the "*—Impact of Global COVID-19 Pandemic*" and "*Risk Factors*" sections included elsewhere in this Annual Report on Form 10-K for further discussion of the adverse impacts of the COVID-19 pandemic on our business and financial performance.

Corporate Sponsorships and Strategic Alliances

We seek to secure long-term corporate sponsorships and strategic alliances with leading companies and brands that share our core values, deliver significant brand value, and influence and drive mutual business gains. We identify prospective corporate sponsors based on their industry and industry-leading position, and we select them based on their ability to deliver impactful value to our theme parks and our brands, as well as to consumer products and various entertainment platforms. Our corporate sponsors contribute to us in a multitude of ways, such as through direct marketing, advertising, media exposure and licensing opportunities. Some of our corporate sponsors, such as our partners at Coca-Cola, also join us in making an impact on conservation efforts through contributions to the non-profit SeaWorld & Busch Gardens Conservation Fund. Also see additional discussion concerning our conservation partnerships, such as Guy Harvey, in the "*—Conservation and Community Relations*" section included elsewhere in this Annual Report on Form 10-K.

Seasonality

See the seasonality discussion in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" section included elsewhere in this Annual Report on Form 10-K.

Our Markets, Guests and Customers

Our theme parks are entertainment venues with broad demographic appeal and are located near a number of large metropolitan areas, including 6 of the 10 most populous metropolitan areas in the United States and 7 of the top 25 Popular Destinations in the United States (*U.S. Census, 2022; TripAdvisor, 2022*). Additionally, because our theme parks are divided between regional and destination theme parks, historically our guests have included local visitors, non-local domestic visitors and international visitors. As a result of the COVID-19 pandemic and the related impacts, travel from domestic and/or international markets were impacted in 2020, 2021 and 2022. See the "*—Impact of Global COVID-19 Pandemic*" and "*Risk Factors*" sections included elsewhere in this Annual Report on Form 10-K for further discussion.

Intellectual Property

Our business is affected by our ability to protect against infringement of our intellectual property, including our trademarks, service marks, domain names, copyrights, and other proprietary rights. Important intellectual property includes rights in names, logos, character likenesses, theme park attractions and systems related to the study and care of certain of our animals. In addition, we are party to key license agreements as licensee, including our agreements with Anheuser-Busch, Incorporated ("ABI") and Sesame Workshop ("Sesame") as discussed below.

Busch Gardens License Agreement

Our subsidiary, SeaWorld Parks & Entertainment LLC, is a party to a trademark license agreement with ABI, which governs our use of the Busch Gardens name and logo. Under the license agreement, ABI granted to us a perpetual, exclusive, worldwide, royalty-free license to use the Busch Gardens trademark and certain related domain names in connection with the operation, marketing, promotion and advertising of our theme parks, as well as in connection with the production, use, distribution and sale of merchandise sold in connection with such theme parks.

The license extends to our Busch Gardens theme parks located in Williamsburg, Virginia and Tampa, Florida, and may also include any amusement or theme park anywhere in the world that we acquire, build or rebrand with the Busch Gardens name in the future, subject to certain conditions. ABI may not assign, transfer or sell the Busch Gardens mark without first granting us a reasonable right of first refusal to purchase such mark.

We have agreed to indemnify ABI from and against third party claims and losses arising out of or in connection with the operation of the theme parks and the related marketing or promotion thereof, any merchandise branded with the licensed marks and the infringement of a third party's intellectual property. We are required to carry certain insurance coverage throughout the term of the license.

The license agreement can be terminated by ABI under certain limited circumstances, including in connection with certain types of change of control of SeaWorld Parks & Entertainment LLC.

Sesame License Agreement

Our wholly-owned subsidiary, SeaWorld Parks & Entertainment, Inc. ("SEA"), is a party to a license agreement with Sesame, a New York not-for-profit corporation. The License Agreement extends SEA's status as Sesame's exclusive theme park partner in the United States, Puerto Rico, and the U.S. Virgin Islands (the "Sesame Territory"), with a second Sesame Place® theme park which opened in 2022. We opened our second Sesame Place theme park at the site of the former Aquatica San Diego in March 2022. We also have the option to build additional Sesame Place theme parks in the Sesame Territory.

Under the terms of the license agreement, including the requirement for certain subsequent approvals from Sesame, Sesame granted SEA the right to use the Sesame Street Elements (as defined below) (a) in connection with the design, building, installation, theming, promotion, and operation of SEA's existing Sesame Place theme park, located in Langhorne, Pennsylvania (the "Langhorne Sesame Place") and additional Sesame Place theme parks in the United States, including Sesame Place San Diego (collectively, the "Standalone Parks"); (b) in connection with the design, building, installation, theming, promotion, and operation of SEA's existing Sesame Lands (currently known as *Sesame Street*® Land at SeaWorld Orlando, which opened in spring of 2019, *Sesame Street* Bay of Play at SeaWorld San Antonio, *Sesame Street* Bay of Play at SeaWorld San Diego, *Sesame Street* Safari of Fun at Busch Gardens Tampa Bay, and *Sesame Street* Forest of Fun at Busch Gardens Williamsburg) and additional Sesame Lands, (collectively, the "Sesame Lands"); (c) in connection with the Licensed Products (as defined below); (d) in marketing and promotional activities related to the Standalone Parks and Sesame Lands, including without limitation, marketing, advertising and promotion, character appearances and live presentations (both in park and in off-site promotional activities such as schools, parades, conventions, etc.), and the Licensed Products; and/or (e) to seek and to enter into sponsorship agreements for specific sponsorships of *Sesame Street*-themed attractions.

In addition, SEA has been granted a license to (i) develop and manufacture or have developed and manufactured products that utilize the Sesame Street Elements or to purchase products that utilize the Sesame Street Elements from Sesame's third party licensees (collectively, the "Licensed Products"), (ii) to market, promote, advertise, distribute and sell the Licensed Products within each of SEA's theme parks and through online stores on SEA's websites and targeted primarily to consumers in the United States and (iii) to contract with third party vendors to promote, distribute and sell the Licensed Products within the United States.

The term "Sesame Street Elements" means all current and hereafter developed or owned titles, marks, names, characters (including any new *Sesame Street* characters shown on *Sesame Street* and owned in whole or controlled by Sesame), images, likenesses, audio, video, audiovisual, logos, themes, symbols, copyrights, trademarks, service marks, visual representations and designs, and other intellectual property (whether in two- or three-dimensional form and including animated and mechanical representations) owned or controlled by Sesame (or its affiliates), and associated with the "*Sesame Street*" television property, whether previously (unless retired) or currently on "*Sesame Street*" or whether hereafter developed or owned and the names and marks "*Sesame Place*" and "*Sesame Land*," but expressly excluding "Kermit the Frog."

Sesame has reserved rights to build family entertainment centers using the Sesame Street Elements subject to certain territorial restrictions surrounding SEA's Sesame Place Standalone Parks and Sesame Lands within the Sesame Territory. The license agreement has an initial term through December 31, 2031, with an automatic additional 15 year extension plus a 5 year option added from each new Standalone Park opening. Pursuant to the license agreement, SEA pays specified annual license fees, as well as a schedule of royalties based on revenues earned in connection with admissions, sales of Licensed Products, all food and beverage items utilizing the licensed elements and any events utilizing such elements if a separate fee is paid for such event.

International Development Strategy

We believe that in addition to the growth potential that exists domestically, our brands can also have significant appeal in certain international markets. We continue to make progress in our partnership with Miral Asset Management LLC to develop SeaWorld Abu Dhabi, a first-of-its-kind marine life themed park on Yas Island (the "Middle East Project"). As part of this partnership, we are providing certain services pertaining to the planning and design of the Middle East Project, with funding received from our partner in the Middle East expected to offset our internal expenses. We also receive additional funds from our partner related to certain agreed-upon services and reimbursements of costs incurred by us on behalf of the Middle East Project. The Middle East Project is on track with the park expected to open in 2023. Additionally, we continue to evaluate and assess other international opportunities which we

believe could provide additional value. For a discussion of certain risks associated with our international development strategy, including the Middle East Project, see the “*Risk Factors*” section included elsewhere in this Annual Report on Form 10-K, including “*Risks Related to Our Business and Our Industry—We may not realize the benefits of developments, restructurings, acquisitions or other strategic initiatives.*”

Our Industry

In 2020, the COVID-19 pandemic severely impacted the theme park industry causing complete shutdowns or extended periods of closure. Some theme parks chose to partially reopen with capacity limitations and enhanced safety protocols, which allowed them to resume operations but with lower levels of attendance. With the widespread introduction and reception of vaccines to fight COVID-19 in 2021, and further in 2022, the operating environment and attendance levels have generally improved; however, COVID-19 related factors have and could continue to impact domestic and international travel, group-related attendance and events, public opinion concerning social gatherings and consumer behavior. We believe that the theme park industry is an attractive sector characterized by a proven business model that over the long-term generates significant cash flow and has avenues for growth. Theme parks offer a strong consumer value proposition, particularly when compared to other forms of out-of-home entertainment such as concerts, sporting events, cruises and movies. As a result, theme parks attract a broad range of guests and generally exhibit strong operating margin across regions, operators, park types and macroeconomic conditions.

Competition

Our theme parks and other product and entertainment offerings compete directly for discretionary spending with other destination and regional theme parks and water and amusement parks and indirectly with other types of recreational facilities and forms of entertainment, including movies, home entertainment options, sports attractions, restaurants and vacation travel. Principal direct competitors of our theme parks include theme parks operated by The Walt Disney Company, Universal Parks and Resorts, Six Flags Entertainment Corporation, Cedar Fair, L.P., Merlin Entertainments Ltd., and Hershey Entertainment and Resorts Company. Our highly differentiated products provide a value proposition and a complementary experience to those offered by fantasy-themed Disney and Universal parks. In addition, we benefit from the significant capital investments made in developing the tourism industry in the Orlando area. The Orlando theme park market is extremely competitive, with a high concentration of theme parks operated by several companies.

Competition is based on multiple factors including location, price, the originality and perceived quality of the rides and attractions, the atmosphere and cleanliness of the theme park, the quality of food and entertainment, weather conditions, ease of travel to the theme park (including direct flights by major airlines), availability and cost of transportation to a theme park, industry best practices and perceptions as to safety.

We believe we can compete effectively due to our strong brand recognition, unique and extensive zoological collection, diversity of product offerings and locations, targeted capital investments, guest sentiment related to our rescue and conservation efforts, and valuable real estate. Additionally, we believe that our theme parks feature a sufficient quality and variety of rides and attractions, educational and interactive experiences, merchandise locations, restaurants and family orientation to make them highly competitive with other destination and regional theme parks, as well as other forms of entertainment.

Regulatory

Our operations are subject to a variety of federal, state and local laws, regulations and ordinances including, but not limited to, those regulating the environment, display, possession and care of our animals, amusement park rides, building and construction, health and safety, labor and employment, workplace safety, zoning and land use and alcoholic beverage and food service. Key statutes and treaties relating to the display, possession and care of our zoological collection include the Endangered Species Act, Marine Mammal Protection Act, Animal Welfare Act, Convention on International Trade in Endangered Species and Fauna Protection Act and the Lacey Act. We must also comply with the Migratory Bird Treaty Act, Bald and Golden Eagle Protection Act, Wild Bird Conservation Act and National Environmental Policy Act, among other laws and regulations. We believe that we are in compliance with applicable laws, regulations and ordinances; however, such requirements may change over time, and there can be no assurance that new requirements, changes in enforcement policies or newly discovered conditions relating to our properties or operations will not require significant expenditures in the future.

Recent Regulatory Developments

The U.S. Department of Agriculture’s Animal and Plant Health Inspection Service (“APHIS”) released a proposed rule on February 3, 2016 to amend the Animal Welfare Act regulations concerning the humane handling, care and treatment of marine mammals in captivity (the “Proposed APHIS Regulations”). The Proposed APHIS Regulations were subject to public comment which ended on May 4, 2016. We submitted a comment letter to APHIS expressing our views on the Proposed APHIS Regulations. The full impact of the Proposed APHIS Regulations on our business will not be known until the Proposed APHIS Regulations are finalized. These Proposed APHIS Regulations were not listed as a priority for APHIS with the release in January 2023 of the Department of Agriculture’s latest Semiannual Unified Agenda of Federal Regulatory and Deregulatory Actions for Fall 2022 (the “Fall 2022 Unified Agenda”) indicating that the agency did not plan any further action at that time on the matter. However, there can be no assurance that APHIS will not propose or enact regulations that could materially impact the Company in the future.

APHIS did include in the Fall 2022 Unified Agenda a notice that it planned to issue a Final Rulemaking in the first quarter of 2023 to extend its enforcement of the Animal Welfare Act to birds, other than birds bred for use in research. APHIS says this would help ensure the humane care and treatment of such birds. The final APHIS regulations were published in the Federal Register on February 21, 2023. These regulations are not expected to materially impact our park’s avian operations.

On December 3, 2021, APHIS released a Final Rule related to contingency plans for the handling of animals. This rulemaking, which became effective on January 3, 2022, amends Animal Welfare Act regulations to add requirements for contingency planning and training of personnel by research facilities and by dealers, exhibitors, intermediate handlers, and carriers. APHIS says this action will heighten the awareness of licensees and registrants regarding their responsibilities and help ensure a timely and appropriate response should an emergency or disaster occur.

Effective on August 1, 2022, APHIS instituted new procedures for its Animal Welfare Act inspection of animal care facilities. During these inspections, APHIS animal care officials ("Animal Care Officials") identify and document any instances of non-compliance or violations of the Animal Welfare Act. Prior to August 1, 2022, Animal Care Officials would document minor instances of non-compliance on a separate form and use them as “teachable moments.” Licensees that had multiple or serious instances of non-compliance were not eligible for teachable moments. At the direction of Congress, beginning on August 1, 2022, APHIS’ use of teachable moments ended and instead they will be cited in inspection reports with any other non-compliance issues.

On October 26, 2022, the U.S. Fish and Wildlife Service (“USFWS”) published a notice in the Federal Register to change the status of the emperor penguin to a threatened species under the Endangered Species Act of 1973. SeaWorld is the only U.S. facility that houses this flightless bird species from Antarctica. This rule adds the species to the List of Endangered and Threatened Wildlife. At the same time, USFWS also finalized a rule issued under the authority of section 4(d) of the Endangered Species Act of 1973 that provides measures that are necessary and advisable to provide for the conservation of this species. The rule, which became effective on November 25, 2022, among other things prohibits the transport or breeding of Emperor Penguins. We do not expect the rule to have a material impact to the Company.

On January 6, 2023, APHIS published an Advanced Notice of Proposed Rulemaking (“ANPR”) pertaining to amendments to Wild and Exotic Animal Handling, Enrichment and Training Regulations. APHIS requested public comment on its plans to propose amendments to enhance regulations and standards for animals covered under the Animal Welfare Act in three areas: (i) public handling of wild and exotic animals at licensed exhibitors, (ii) the training of personnel who handle wild and exotic animals in these settings, and (iii) environmental enrichment to promote the psychological well-being of all species covered under the Animal Welfare Act. Comments must be received by April 10, 2023 and SeaWorld intends to submit a comment letter to APHIS expressing our views on this ANPR.

On July 26, 2022, U.S. Rep. Adam Schiff (D-CA) introduced the Strengthening Welfare in Marine Settings Act of 2022 (“SWIMS Act”). This bill would establish prohibitions on capturing, importing, exporting, or breeding of orcas, beluga whales, false killer whales, or pilot whales for the purpose of public display. The bill would prohibit the National Oceanic and Atmospheric Administration from issuing any permit under the Marine Mammal Protection Act of 1972 that authorizes the taking (e.g., capturing) or importation of such orcas or whales for the purpose of public display. The bill would revise the Marine Mammal Protection Act of 1972 to make it unlawful to export such orcas or whales, unless they are being transported to marine mammal sanctuaries or for release into the wild. Further, the bill would make it unlawful under the Animal Welfare Act for any person to breed or artificially inseminate such marine mammals for purposes of using their progeny for public display. The bill was referred to the House Agriculture Committee and House Natural Resources Committee. On August 2, 2022, Sen. Dianne Feinstein (D-CA) introduced an identical version of the SWIMS Act in the U.S. Senate. The bill was referred to the Committee on Commerce, Science, and Transportation. No hearings or consideration of the bill was scheduled in the House or Senate before the 117th Congress adjourned on January 3, 2023. To date, the bill has not been reintroduced in the 118th Congress.

For a discussion of certain risks associated with federal and state regulations governing the treatment of animals, see the “*Risk Factors*” section included elsewhere in this Annual Report on Form 10-K, including “*Risks Related to Our Business and Our Industry—We are subject to complex federal and state regulations governing the treatment of animals, which can change, and to claims and lawsuits by activist groups before government regulators and in the courts.*”

We face a rapidly changing regulatory environment across our business, including responses to COVID-19, wages and hour regulations, employee health and benefit requirement and the policy agenda of the U.S. President and his administration to name a few. For more detailed discussion, see the “*Impact of Global COVID-19 Pandemic*” section and the following under the “*Risk Factors*” section included elsewhere in this Annual Report on Form 10-K, “*The COVID-19 pandemic has disrupted our business and could adversely affect our results of operations and/or various other factors beyond our control could materially adversely affect our financial condition and results of operations; Increased labor costs and employee health and welfare benefits may negatively impact our operations; and The policies of the U.S. President and his administration or any changes to tax laws may result in a material adverse effect on our business, cash flow, results of operations or financial condition and may impact our ability to use our net operating loss carryforwards.*”

Insurance

We maintain insurance of the type and in the amounts that we believe to be commercially reasonable for businesses in our industry. We maintain primary and excess casualty coverage of up to \$100.0 million. As part of this coverage, we retain deductible/self-insured retention exposures consistent with our normal expected losses related to general liability claims, automobile liability and workers’ compensation claims. We maintain employers’ liability and all coverage required by law in the states in which we operate. Defense costs are included in the insurance coverage we obtain against losses in these areas. Based upon our historical experience of reported claims and an estimate for incurred-but-not-reported claims, we accrue a liability for our deductible/self-insured retention contingencies regarding general liability, automobile liability and workers’ compensation exposures. We maintain additional forms of special casualty coverage which we believe is appropriate for our business. We also maintain commercial property coverage against fire, natural perils, so-called “extended coverage” perils such as civil commotion, business interruption and terrorism exposures for protection of our real and personal properties (other than land). We generally renegotiate our insurance policies on an annual basis. We cannot predict the amounts of premium cost that we may be required to pay for future insurance coverage, the level of any deductibles/self-insured retentions or co-insurance we may retain applicable thereto, the level of aggregate excess coverage available, the availability of coverage for special or specific risks or whether the amount of insurance will be sufficient to cover all actual perils that may occur. For example, our losses in 2020 related to the impacts of the COVID-19 pandemic were not covered by insurance available to us.

Corporate History

Our legacy started in 1959 with the opening of our first Busch Gardens theme park in Tampa, Florida. Since then, we have grown our portfolio of strong brands and strategically expanded across five states. On December 1, 2009, investment funds affiliated with The Blackstone Group L.P. and certain co-investors, through SeaWorld Entertainment, Inc. and its wholly owned subsidiary, SeaWorld Parks & Entertainment, Inc. (“SEA”), acquired 100% of the equity interests of Sea World LLC (f/k/a Sea World, Inc.) and SeaWorld Parks & Entertainment LLC (f/k/a Busch Entertainment Corporation) from certain subsidiaries of Anheuser-Busch Companies, Inc. We refer to this acquisition and related financing transactions as the “2009 Transactions.” SeaWorld Entertainment, Inc. was incorporated in Delaware on October 2, 2009 in connection with the 2009 Transactions and changed its name from SW Holdco, Inc. to SeaWorld Entertainment, Inc. in December 2012. We completed our initial public offering (the “IPO”) in April 2013 and our common stock is listed on the New York Stock Exchange under the symbol “SEAS”.

On May 8, 2017, an affiliate of ZHG Group, Sun Wise (UK) Co., LTD. (“ZHG”) acquired approximately 21% of the then outstanding shares of our common stock from certain affiliates of Blackstone (the “Seller”), pursuant to a Stock Purchase Agreement between ZHG and the Seller (the “Stock Purchase Agreement”). ZHG pledged such shares in connection with certain loan obligations of ZHG (the “Pledged Shares”). ZHG subsequently defaulted on such loan obligations and, as a result, certain lenders (the “Lenders”) foreclosed on the Pledged Shares and, accordingly, the Pledged Shares were transferred to a security agent for the Lenders (the “Security Agent”), on May 3, 2019. On May 27, 2019, the Security Agent entered into a share repurchase agreement with us pursuant to which the Security Agent agreed to sell and we agreed to purchase 5,615,874 of the Pledged Shares held by the Security Agent (the “SEAS Repurchase”). On May 27, 2019, the Security Agent also entered into a stock purchase agreement with Hill Path Capital LP (“Hill Path”) and certain of its affiliates pursuant to which the Security Agent agreed to sell and certain affiliates of Hill Path agreed to purchase, in the aggregate, 13,214,000 of the Pledged Shares held by the Security Agent. The purchase closed on May 30, 2019. As of December 31, 2022, Hill Path owned approximately 42.6% of our total outstanding common stock.

Available Information

Our website is <http://www.seaworldentertainment.com>. Information contained on our website is not incorporated by reference herein and is not a part of this Annual Report on Form 10-K. We make available free of charge, on or through the “Investor Relations” section of our website, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports, if any, or other filings filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after electronically filing or furnishing these reports with the Securities and Exchange Commission (“SEC”). We have adopted a Code of Business Conduct and Ethics applicable to our directors, officers and employees including principal executive, financial and accounting officers, and it is available free of charge, on or through the “Investor Relations” section of our website along with our Corporate Governance Guidelines, and the charters of our Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Revenue Committee. We will disclose within four business days any substantive changes in, or waivers of, the Code of Business Conduct and Ethics granted to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, by posting such information on our website as set forth above rather than by filing a Form 8-K.

The SEC maintains a website at <http://www.sec.gov> that contains our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports, if any, or other filings filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, and our proxy and information statements.

Website and Social Media Disclosure

We use our websites (www.seaworldentertainment.com and www.seaworldinvestors.com) and at times our corporate Twitter account (@SeaWorld) as well as other park specific social media channels to distribute company information. The information we post through these channels may be deemed material. Accordingly, investors should monitor these channels, in addition to following our press releases, SEC filings and public conference calls and webcasts. In addition, you may automatically receive e-mail alerts and other information about SeaWorld when you enroll your e-mail address by visiting the “E-mail Alerts” section of our website at www.seaworldinvestors.com. The contents of our website and social media channels are not, however, a part of this Annual Report on Form 10-K.

Item 1A. Risk Factors

Risk Factor Summary

We are providing the following summary of the risk factors contained in our Form 10-K to enhance the readability and accessibility of our risk factor disclosures. We encourage our stockholders to carefully review the full risk factors contained in this Form 10-K in their entirety for additional information regarding the risks and uncertainties that could cause our actual results to vary materially from recent results or from our anticipated future results.

Risks Related to Our Business and Our Industry

- *We could be adversely affected by a decline in discretionary consumer spending or consumer confidence, including any unfavorable impacts from Federal Reserve interest rate actions and inflation, which may influence discretionary spending, unemployment or the overall economy.*
- *Various factors beyond our control could adversely affect attendance and guest spending patterns at our theme parks.*
- *If we fail to hire and/or retain employees, our business may be adversely affected.*
- *Increased labor costs and employee health and welfare benefit costs may negatively impact our operations.*
- *We are subject to complex federal and state regulations governing the treatment of animals, which can change, and to claims and lawsuits by activist groups before government regulators and in the courts.*
- *We are subject to scrutiny by activist and other third-party groups and/or media who can pressure governmental agencies, vendors, partners, guests and/or regulators, bring action in the courts or create negative publicity about us.*
- *Incidents or adverse publicity concerning our theme parks, the theme park industry or zoological facilities generally could harm our brands or reputation as well as negatively impact our revenues and profitability.*
- *A significant portion of our revenues are historically generated in the States of Florida, California and Virginia. Any risks affecting such markets, such as natural disasters, severe weather and travel-related disruptions or incidents, may materially adversely affect our business, financial condition and results of operations.*
- *Technology interruptions or failures that impair access to our websites or information technology systems could adversely affect our business or operations.*
- *Cyber security risks and the failure to maintain the integrity of internal or guest data could result in damages to our reputation, the disruption of operations and/or subject us to costs, fines or lawsuits.*
- *Because we operate in a competitive industry, our revenues, profits or market share could be harmed if we are unable to compete effectively.*
- *Featuring animals at our theme parks involves risks.*
- *Animals in our care are important to our theme parks, and they could be exposed to infectious diseases.*
- *The high fixed cost structure of theme park operations can result in significantly lower margins if revenues decline or we are unable to offset price increases.*
- *Our operating results are subject to seasonal fluctuations.*
- *Changes in consumer tastes and preferences for entertainment and consumer products could reduce demand for our entertainment offerings and products and adversely affect the profitability of our business.*
- *We have identified a material weakness in our internal control over financial reporting which could adversely affect our ability to report our results of operations and financial condition accurately and in a timely manner.*
- *Our growth strategy may not achieve the anticipated results.*
- *We may not be able to fund theme park capital expenditures and investment in future attractions and projects.*
- *We may not realize the benefits of developments, restructurings, acquisitions or other strategic initiatives and we may incur significant costs associated with such activities.*
- *The COVID-19 pandemic has disrupted our business and could adversely affect our results of operations, and/or various other factors beyond our control could materially adversely affect our financial condition and results of operations.*
- *Adverse litigation judgments or settlements resulting from legal proceedings in which we may be involved in the normal course of our business could reduce our profits or limit our ability to operate our business.*
- *Our intellectual property rights are valuable, and any inability to protect them could adversely affect our business.*

- *We may be subject to claims for infringing the intellectual property rights of others, which could be costly and result in the loss of significant intellectual property rights.*
- *If we lose licenses and permits required to exhibit animals and/or violate laws and regulations, our business will be adversely affected.*
- *Unionization activities or labor disputes may disrupt our operations and affect our profitability.*
- *If we are unable to maintain certain commercial licenses, our business, reputation and brand could be adversely affected.*
- *Our existing debt agreements contain, and future debt agreements may contain, restrictions that may limit our flexibility in operating our business.*
- *Failure to maintain our current credit ratings could adversely affect our cost of funds, related margins, liquidity, and access to capital markets.*
- *Our leverage could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our obligations under our indebtedness.*
- *Hill Path Capital LP and its affiliates could be able to significantly influence our decisions and their interests may conflict with ours or yours in the future.*
- *Our insurance coverage may not be adequate to cover all possible losses that we could suffer, and our insurance costs may increase.*
- *We may be unable to purchase or contract with third-party manufacturers for our theme park rides and attractions, or construction and/or supply chain delays may occur and impact attraction openings.*
- *Our operations and our ownership of property subject us to environmental requirements, and to environmental expenditures and liabilities.*
- *Delays, restrictions, or inability to obtain or maintain permits for capital investments could impair our business.*
- *Financial distress experienced by our strategic partners or other counterparties could have an adverse impact on us.*
- *Tariffs or other trade restrictions could adversely impact our business, financial condition and results of operations.*
- *Actions of activist stockholders, and such activism could adversely impact the value of our securities.*
- *The policies of the U.S. President and his administration or any changes to tax laws may result in a material adverse effect on our business, cash flow, results of operations or financial condition and may impact our ability to use our net operating loss carryforwards.*
- *Changes to, or the elimination of, LIBOR may adversely affect interest expense related to our indebtedness.*

Risks Related to Ownership of Our Common Stock

- *Our stock price may change significantly, and you may not be able to sell shares of our common stock at or above the price you paid or at all, and you could lose all or part of your investment as a result.*
- *We cannot guarantee that our allocation of capital to various alternatives will enhance long-term stockholder value, and in some cases, our Share Repurchase Program could increase the volatility of the price of our common stock.*
- *Future sales, or the perception of future sales, by us or our existing stockholders in the public market could cause the market price for our common stock to decline.*
- *Our indebtedness could limit our ability to make restricted payments such as share repurchases and/or pay dividends on our common stock in the future.*
- *Anti-takeover provisions in our organizational documents could delay or prevent a change of control.*
- *The concentration of ownership of our capital stock limits your ability to influence corporate matters.*
- *Non-U.S. holders who own or owned more than a certain ownership threshold may be subject to United States federal income tax on gains realized on the disposition of our common stock.*

The following risk factors should be read carefully in connection with evaluating us and this Annual Report on Form 10-K. Certain statements in “Risk Factors” are forward-looking statements. See “Special Note Regarding Forward-Looking Statements” elsewhere in this report:

Risks Related to Our Business and Our Industry

We could be adversely affected by a decline in discretionary consumer spending or consumer confidence including any unfavorable impacts from Federal Reserve interest rate actions and inflation, which may influence discretionary spending, unemployment or the overall economy.

Our success depends to a significant extent on discretionary consumer spending. Some of the factors that may influence consumer spending on entertainment and recreational activities include general economic conditions, the availability of discretionary income, consumer confidence, high interest rates, domestic and global supply chain issues, high levels of unemployment, pandemics, higher consumer debt levels, reductions in net worth based on market declines and uncertainty, the housing market, fluctuating foreign currency exchange rates and credit availability, government measures, inflationary pressure, tax rates and general uncertainty regarding the overall future economic environment, including recessionary concerns. During 2022, the Federal Reserve raised interest rates seven times in response to concerns about inflation. The Federal Reserve also raised interest rates in February 2023 and it may raise them again. Higher interest rates and volatility in financial markets may increase economic uncertainty and negatively affect consumer spending.

The demand for our parks, other entertainment and recreation activities generally, and discretionary travel is highly sensitive to downturns in the economy and the corresponding impact on discretionary consumer spending. Any actual or perceived deterioration or weakness in general, regional or local economic conditions, as well as other adverse economic or market conditions due to COVID-19 or otherwise, may reduce our customers’ discretionary income or willingness to spend on parks, entertainment, recreation activities and travel.

An increase in general price levels (due to inflationary pressure, domestic and global supply chain issues or other macroeconomic factors) could also result in a shift in consumer demand away from discretionary spending, which would adversely affect our attendance or guest spending patterns and, at the same time, increase our operating costs. We may not be able to adequately increase our prices over time at price points that consumers are willing to pay to offset such increased costs.

In the past, severe economic downturns, coupled with high volatility and uncertainty as to the future global economic landscape, have had an adverse effect on consumers’ discretionary income and consumer confidence. Volatile, negative, inflationary or uncertain economic conditions and recessionary periods may adversely impact attendance figures, the frequency with which guests choose to visit our theme parks and guest spending patterns at our theme parks. The actual or perceived weakness in the economy could also lead to decreased spending by our guests. For example, in 2009 and 2010, we experienced a decline in attendance as a result of the global economic crisis, which in turn adversely affected our revenue and profitability. Both attendance and total revenue per capita spending at our theme parks are key drivers of our revenue and profitability, and reductions in either can materially adversely affect our business, financial condition and results of operations.

Various factors beyond our control could adversely affect attendance and guest spending patterns at our theme parks.

Various factors beyond our control could adversely affect attendance and guest spending patterns at our theme parks. These factors could also affect our suppliers, vendors, insurance carriers and other contractual counterparties. Such factors include but are not limited to:

- bad weather and even forecasts of bad weather, including abnormally hot, cold, snow/ice and/or wet weather, particularly during weekends, holidays or other peak periods;
- natural disasters, such as hurricanes, fires, earthquakes, tsunamis, tornados, floods and volcanic eruptions and man-made disasters such as oil spills, which may deter travelers from scheduling vacations or cause them to cancel travel or vacation plans;
- labor shortages impacting our parks, suppliers or others in the travel industry such as airlines and hotels;
- inflation;
- supply chain delays or shortages;
- fluctuations in foreign exchange rates;
- low consumer confidence;
- outbreaks of pandemic or contagious diseases, recreational water illnesses or consumers’ concerns relating to potential exposure to travel-related health concerns such as pandemics and epidemics such as Coronavirus, Ebola, Zika, Influenza H1N1, avian bird flu, SARS and MERS;

- changes in the desirability of particular locations or travel patterns of both our domestic and international guests;
- adverse general economic related factors including increasing interest rates;
- economic uncertainty;
- electricity, oil and natural gas prices and travel costs and the financial condition of the airline, automotive and other transportation-related industries, any travel-related disruptions or incidents and their impact on travel or decrease transportation options to cities where we have parks;
- war, geopolitical events, terrorist activities or threats and heightened travel security measures instituted in response to these events;
- actions or statements by U.S. and foreign governmental officials related to travel and corporate travel-related activities (including changes to the U.S. visa rules or disease related restrictions or testing requirements) and the resulting public perception of such travel and activities;
- interruption of public or private utility services to our theme parks; and
- workplace violence or any other threatened or actual act of violence that threatens the safety and security of, or causes harm to our guests, employees, animals or facilities. Workplace violence or other violence can be pre-meditated or spontaneous and includes the threat from terrorism or an act of terrorism, a bomb threat or actual bombing, an active shooter or mass casualty/damage event, civil unrest resulting in violent protest, any violent criminal acts such as arson, armed robbery, assault, sexual assault, and interpersonal violence such as domestic violence, gender based violence, stalking, or any other violent act occurring on our property.

Any one or more of these factors could adversely affect attendance, revenue, and per capita spending at our theme parks, which could materially adversely affect our business, financial condition and results of operations. Fluctuations in foreign currency exchange rates and inflation impact our business. A strong dollar increases the cost for international tourists and inflationary pressures increase the cost of living which could impact guest's willingness to visit our parks or guest spending. In addition, demand for our parks is highly dependent on the general environment for travel and tourism, which can be significantly adversely affected by extreme weather events, including ice and snow conditions. In 2022 and 2021, the United States encountered increased inflation and we experienced increased costs for labor, goods, food, merchandise, services and capital projects. Inflation increases the cost of goods we purchase, capital projects, wages and benefits, and services we buy. If we are not able to offset inflationary costs, our results of operations will be negatively impacted and possibly in a material manner. Any of these such events could have a material adverse effect on our business, financial condition, or results of operations. Additionally, because many of the attractions at our parks are outdoors, attendance at our parks is adversely affected by bad or extreme weather conditions and forecasts of bad or mixed weather conditions, which negatively affects our revenues and results of operations. Adverse weather events could also cause us to incur significant costs to repair or replace rides or facilities and cause extended closure times if rides or facilities have to be replaced. In addition, our costs and the time to repair and replace rides has increased due to recent supply chain disruptions. Natural disasters and adverse weather conditions can be caused or exacerbated by climate change, and the series of extreme weather events experienced in recent years presents an alarming trend. For example, attendance at our parks in 2022 was negatively impacted by Hurricane Ian which led to closures at our parks in Florida and Virginia for a combined 15 operating days. Separately, we have previously also experienced negative impacts from weather events in other parks, particularly hurricanes and severe storms, which have caused park closures and other weather impacts at our parks in Texas, California and Pennsylvania.

If we fail to hire and/or retain employees, our business may be adversely affected.

Our success depends in part upon a number of employees, including members of our senior management team who have extensive experience in the industry, as well as our ability to attract, train, motivate and retain qualified employees to keep pace with our needs, including employees with certain specialized skills in the field of animal training and care. We also employ a significant seasonal and part-time workforce which is critical to staffing our parks during peak periods. We recruit year-round to fill thousands of part time and seasonal staffing positions each season and work to manage wages and the timing of the hiring process in an attempt to ensure the appropriate workforce is in place; however, there can be no assurance that we will be successful in the future.

During 2022 and 2021, in part due to the overall labor market, including wage inflationary pressures and the challenging current operating environment, which at times includes COVID-19 related factors, we have faced increased turnover throughout the company and challenges in meeting our staffing goals. These staffing challenges have also led to wage pressures and less than optimal staffing levels, which have impacted and could continue to impact our ability to open some of our food and beverage and retail outlets, caused us to temporarily close some rides or attractions, and/or caused longer wait times in certain areas of our parks, which has and could continue to impact the guest experience. Despite the staffing challenges we have encountered, which at times have included maintenance, security and/or animal care personnel, we have not and will not compromise the safety of our guests, ambassadors or animals. If we are unable to attract and retain adequate numbers of employees to staff our parks especially during peak periods, this could materially adversely affect our business and negatively impact our results of operations and the guest experience as it could

impact the number of venues, rides and/or attractions we can open. See also, *“Increased labor costs and employee health and welfare benefits may negatively impact our operations.”*

Competition for employees is intense and the labor market is experiencing significant shortages, which has impacted, and has continued to impact, our ability to attract, recruit and retain both qualified senior executives as well as employees for our parks and our headquarters. Many competitors or other businesses in the markets in which we operate have increased wages and/or offered enhanced benefit packages which in some cases may be superior to ours. We have been and could continue to be unable to retain employees or to attract other highly qualified employees, particularly if we do not offer employment terms that are competitive with the rest of the current market and/or provide sufficient incentives to retain our existing and future employees. Also, if we fail to maintain a culture that makes our company an attractive place to work, employee morale may be diminished and we may have difficulty retaining our workforce and recruiting new employees. Separately, minimum wage-legislation impacts some of our markets which adds additional pressure to our starting wages and increases the possibility of compression which may lead to the departure of experienced personnel.

We have experienced and may continue to experience turnover of key management and executive personnel and at times we have had delays or difficulty in recruiting and hiring for these positions. In addition, we may not have an effective succession plan for some of our key leadership roles. Turnover of personnel, timing or the extent of turnover activity, failure to attract, motivate and retain our employees, or failure to develop and implement a viable succession plan for our senior management, could adversely affect our business, our ability to grow and maintain our business and our future success. Changes in our management team and/or to the Board of Directors may be disruptive to, or cause uncertainty in, our business, and any additional changes to the management team or the Board of Directors could have a negative impact on our ability to manage and grow our business effectively. Any disruption or uncertainty or difficulty in efficiently and effectively filling key management roles or maintaining and growing our workforce could have a material adverse impact on our business, results of operations and/or the price of our common stock.

Increased labor costs and employee health and welfare benefit costs may negatively impact our operations.

Labor is a primary component in the cost of operating our business. We devote significant resources to recruiting and training our employees to meet our staffing needs. Increased labor costs or turnover due to competition, inflationary pressures, increased minimum wage or employee benefit costs or otherwise, has and could continue to put pressure on our margins and adversely impact our operating expenses. For example, the Patient Protection and Affordable Care Act of 2010 and the amendments thereto contain provisions that have impacted our healthcare costs. Additionally, the current administration is encouraging Congress to increase the federal minimum wage more broadly to \$15.00 an hour in the private sector. Any future amendments or new legislation could significantly increase our compensation costs, which would reduce our net income and adversely affect our cash flows.

In 2016, San Diego passed legislation which, after the first increase on January 1, 2017, increased its minimum wage over a five-year period to \$15.00. Beginning on January 1, 2023 San Diego’s minimum wage was based on the consumer price index and increased to \$16.30 per hour. Virginia passed legislation that increased the state minimum wage to \$9.50 an hour on May 1, 2021 and increases its minimum wage to \$15.00 an hour by 2026. In November 2020, Florida passed a ballot initiative raising minimum wage to \$10.00 per hour effective September 30, 2021. Each September 30th thereafter, minimum wage shall increase by \$1.00 per hour until the minimum wage reaches \$15.00 per hour on September 30, 2026. From that point forward, future minimum wage increases shall revert to being adjusted annually for inflation starting September 30, 2027. In addition, a number of companies with whom we compete for talent have announced wage and benefit increases to attract and retain employees in a tight labor market which has driven-up labor costs. Increases to the minimum wage in locations where we do business, wages of companies from whom we compete for talent and/or increased benefit costs will negatively impact our operating expenses. See also *“If we fail to hire and/or retain employees, our business may be adversely affected”*.

We are subject to complex federal and state regulations governing the treatment of animals, which can change, and to claims and lawsuits by activist groups before government regulators and in the courts.

We operate in a complex and evolving regulatory environment and are subject to various federal and state statutes and regulations and international treaties implemented by federal law. The states in which we operate also regulate zoological activity involving the import and export of exotic and native wildlife, endangered and/or otherwise protected species, zoological display and anti-cruelty statutes. We incur significant compliance costs in connection with these regulations and violation of such regulations could subject us to fines and penalties and result in the loss of our licenses and permits, which, if occurred, could impact our ability to display certain animals. Future amendments to existing statutes, regulations and treaties or new statutes, regulations and treaties or lawsuits against the Company, government agencies or other third parties in the zoological industry may potentially restrict our ability to maintain our animals, or to acquire new ones to supplement or sustain our breeding programs or otherwise adversely affect our business.

In 2016, the California Orca Protection Act was enacted into law and (i) codified the end of captive breeding programs and the export and import of genetic materials for orcas in California, (ii) prohibits the import or export of new orcas into or existing orcas out of California, (iii) permits the transfer of orcas currently in California among existing SeaWorld facilities and (iv) requires educational presentations of orcas in California. We introduced new orca programs which are consistent with these standards in our SeaWorld San Diego park in 2017, and the SeaWorld Orlando and SeaWorld San Antonio parks in 2020.

On July 26, 2022, U.S. Rep. Adam Schiff (D-CA) introduced the Strengthening Welfare in Marine Settings Act of 2022 (SWIMS Act). This bill would establish prohibitions on capturing, importing, exporting, or breeding of orcas, beluga whales, false killer whales, or pilot whales for the purpose of public display. The bill would prohibit the National Oceanic and Atmospheric Administration from issuing any permit under the Marine Mammal Protection Act of 1972 that authorizes the taking (e.g., capturing) or importation of such orcas or whales for the purpose of public display. The bill would revise the Marine Mammal Protection Act of 1972 to make it unlawful to export such orcas or whales, unless they are being transported to marine mammal sanctuaries or for release into the wild. Further, the bill would make it unlawful under the Animal Welfare Act for any person to breed or artificially inseminate such marine mammals for purposes of using their progeny for public display. On August 2, 2022, Sen. Dianne Feinstein (D-CA) introduced an identical version of the SWIMS Act in the U.S. Senate. No hearings or consideration of the bill was scheduled in the House or Senate before the 117th Congress adjourned on January 3, 2023. To date, the bill has not been reintroduced in the 118th Congress.

There can be no assurance that Congress will not pass legislation, or other federal, state or local jurisdictions will not propose or enact similar laws or regulations that could materially impact the Company in the future.

Additionally, the U.S. Department of Agriculture's Animal and Plant Health Inspection Service ("APHIS") has proposed regulations that could impact our business. See the further discussion of APHIS and other proposed regulations under "*Recent Regulatory Developments*" in the "*Business*" section included elsewhere in this Annual Report on Form 10-K.

In light of the uncertain legal, legislative and regulatory environment and evolving public sentiment, we continue to evaluate a broad spectrum of enhancements, modifications and alternatives with respect to the display, husbandry and breeding practices, handling and care, and study and research of our animals. Any decisions regarding such matters are subject to consideration and assessment of various factors including, but not limited to, the health and welfare of the animals, guest sentiment, market conditions, anticipated impact on our business, regulatory environment, legal proceedings, and input from our conservation partners, and other factors. If we were to pursue or be required to pursue any alternative approaches with respect to the display, husbandry and breeding practices, handling and care, or study and research of our orcas or other animals in our zoological collection, the full impact of such alternatives on our business will not be known until such alternatives are finalized. In the meantime, we continue to invest significant management attention and resources to evaluate the impact of and ensure compliance with the applicable regulatory and other developments.

We are subject to scrutiny by activist and other third-party groups and/or media who can pressure governmental agencies, vendors, partners, guests and/or regulators, bring action in the courts or create negative publicity about us.

From time to time, animal activist and other third-party groups may make claims before government agencies, bring lawsuits against us, attempt to generate negative publicity associated with our business and/or attempt to influence guests to avoid our parks. Such activities sometimes are based on allegations that we do not properly care for some of our animals. On other occasions, such activities are specifically designed to change existing law or enact new law in order to impede our ability to retain, exhibit, acquire or breed animals. While we seek to structure our operations to comply with all applicable federal and state laws and vigorously defend ourselves when sued, there are no assurances as to the outcome of claims and lawsuits that could be brought against us or new laws or changes to existing laws that could negatively impact us. Even if not successful, these lawsuits, or proposed changes to laws, can require deployment of our resources and can lead to negative publicity.

Negative publicity created by activists or in the media could adversely affect our reputation and results of operations. At times, activists and other third-party groups have also attempted to generate negative publicity related to our relationships with our business partners, such as corporate sponsors, promotional partners, vendors, ticket resellers and others. These activities have at times led relationships with some ticket resellers to be terminated. Although sales from any particular ticket reseller may not constitute a significant portion of our ticket sales, if a relationship with a ticket reseller is terminated, we will attempt to find alternative distribution channels. However, there can be no assurance that we will be successful or that those channels will be as successful or not have additional costs. If we are unable to find cost effective alternative distribution channels, the loss of multiple ticket resellers could have a negative impact on our results of operations.

Incidents or adverse publicity concerning our theme parks, the theme park industry or zoological facilities generally could harm our brands or reputation as well as negatively impact our revenues and profitability.

Our brands and our reputation are among our most important assets. Our ability to attract and retain guests depends, in part, upon the external perceptions of the Company, the quality and safety of our theme parks and services and our corporate and management integrity. The operation of theme parks involves the risk of accidents, illnesses, disruptive guest behavior, environmental incidents and other incidents which may negatively affect the perception of guest and employee safety, health, security and guest satisfaction and which could negatively impact our brands or reputation and our business and results of operations. An accident or an injury at any of our theme parks or at theme parks operated by competitors, particularly an accident or an injury involving the safety of guests and employees, that receives media attention, is the topic of a book, film, documentary or is otherwise the subject of public discussions, may harm our brands or reputation, cause a loss of consumer confidence in the Company, reduce attendance at our theme parks and negatively impact our results of operations. Additionally, incidents could occur in our theme parks which may negatively affect the perception and reaction to our practices concerning certain inclusion and diversity matters. An incident involving our employees and/or our park guests which receives media attention or is otherwise the subject of public and/or social media discussions may negatively impact our results of operations. Furthermore, third-party groups may use these incidents to make claims against us and/or attempt to influence guests to avoid our parks. Such incidents have occurred in the past and may occur in the future.

In addition, other types of adverse publicity concerning our business, the theme park industry or zoological facilities generally could harm our brands, reputation, and results of operations. The considerable expansion in the use of social media over recent years has compounded the impact of negative publicity.

A significant portion of our revenues are historically generated in the States of Florida, California and Virginia. Any risks affecting such markets, such as natural disasters, severe weather and travel-related disruptions or incidents, may materially adversely affect our business, financial condition and results of operations.

Approximately 57%, 17% and 13% of our revenues in 2022 were generated in the States of Florida, California and Virginia, respectively. Any risks described in this Annual Report on Form 10-K, such as the occurrence of natural disasters and travel-related disruptions or incidents, affecting the States of Florida, California and Virginia generally may materially adversely affect our business, financial condition or results of operations, especially if they have the effect of decreasing attendance at our theme parks or, in extreme cases, cause us to close any of our theme parks for any period of time. For example, in 2022, Hurricane Ian led to closures at our parks in Florida and Virginia for a combined 15 operating days which unfavorably impacted our attendance. Also, our parks in Texas have previously been negatively impacted by hurricanes. Although we attempt to manage our exposure to such events by implementing our hurricane preparedness plan, our theme parks located in Orlando and Tampa, Florida and in Williamsburg, Virginia have previously experienced closures as a result of storms, which negatively impacted attendance and results of operations. Furthermore, changing climate conditions could add to the frequency and severity of natural disasters and create additional uncertainty as to future trends and exposures.

Technology interruptions or failures that impair access to our websites or information technology systems could adversely affect our business or operations.

The satisfactory performance, reliability and availability of our web sites and our infrastructure are critical to the conduct of our business. Any system interruptions that result in the unavailability or slowness of our websites could impact our ability to market or sell admissions or other products which could adversely affect our results of operations and/or result in negative publicity. We have in the past experienced, and may in the future experience, temporary system interruptions for a variety of reasons, including security incidents, viruses, telecommunication and other network failures, power failures, programming errors, undetected bugs, design faults, data corruption, denial-of-service attacks, legacy systems, poor scalability or network overload from an overwhelming number of traffic trying to reach our websites at the same time. Even a disruption as brief as a few minutes could have a negative impact on our online activities and could result in a loss of revenue. For example, there have been instances when our websites experienced slow performance and unavailability for some guests. Although these issues were short-lived and did not have a material impact to our results of operations, prolonged or repeat system interruptions and network failures could adversely impact our operations as a significant portion of our admissions revenues are from ticket purchases and reservations made online.

Additionally, damage, failures or interruptions to our information technology systems may require a significant investment to update, remediate or replace with alternate systems, and we may suffer interruptions in our operations as a result. In addition, costs and potential problems and interruptions associated with the implementation of new or upgraded systems and technology or with maintenance or adequate support of existing systems could also disrupt or reduce the efficiency of our operations and/or result in negative publicity. Any material interruptions or failures in our systems, including those that may result from our failure to adequately develop, implement and maintain a robust disaster recovery plan and backup systems could severely affect our ability to conduct normal business operations and, as a result, could adversely affect our business operations and financial performance. For example, there have been instances of third-party vendors upgrading to newer versions of software which are no longer compatible with our legacy systems.

Cyber security risks and the failure to maintain the integrity of internal or guest data could result in damages to our reputation, the disruption of operations and/or subject us to costs, fines or lawsuits.

We collect internal and customer data for business purposes. This data may include personal identifiable information held in our various information technology systems which collect, process, summarize, and report such data. We also maintain personally identifiable information about our employees. The integrity and protection of our customer, employee and company data is critical to our business. Our guests and employees have a high expectation that we will adequately protect their personal information. The regulatory environment, as well as the requirements imposed on us by the credit card industry, governing information, security and privacy laws is increasingly demanding and continues to evolve. For example, the California Consumer Privacy Act took effect in January 2020 and imposes requirements for identifying, managing, securing, tracking, producing and deleting consumer privacy information in California. Maintaining compliance with applicable security and privacy regulations may increase our operating costs and/or adversely impact our ability to market our theme parks, products, and services to our guests. We also rely on accounting, financial and operational management information technology systems to conduct our operations. If these information technology systems suffer severe damage, disruption or shutdown and our business continuity plans do not effectively resolve the issues in a timely manner, our business, financial condition and results of operations could be materially adversely affected.

We, along with our third party service providers, face security threats, including but not limited to cyber security attacks on our data infrastructure. Like other public companies, our computer systems are regularly subject to and will continue to be the target of computer viruses, malware or other malicious codes (including ransomware), unauthorized access, cyber-attacks or other computer-related penetrations. We expect to continue devoting significant resources to the security of our information technology systems and the training of our employees and we utilize various procedures and controls to monitor and mitigate technological threats. There can be no assurance that these procedures, investments and/or controls, nor those of our third party service providers, will be sufficient to prevent penetrations, malicious acts or disruptions to our systems. Furthermore, a penetrated or compromised data system or the intentional, inadvertent or negligent release or disclosure of data could result in theft, loss, fraudulent or unlawful use of guest, employee, company or protected data which could harm our reputation or result in remedial and other costs, fines or lawsuits and require significant management attention and resources to be spent. In addition, our insurance coverage and indemnification arrangements that we enter into, if any, may not be adequate to cover all the costs related to cyber security attacks or disruptions resulting from such events. To date, cyber security attacks directed at us have not had a material impact on our financial results. Due to the evolving nature of security threats, however, the impact of any future incident cannot be predicted.

Because we operate in a competitive industry, our revenues, profits or market share could be harmed if we are unable to compete effectively.

Our theme parks compete with other theme, water and amusement parks and with other types of recreational facilities and forms of entertainment, including movies, home entertainment options, family entertainment centers, sports attractions, restaurants and vacation travel.

Principal direct competitors of our theme parks include theme parks operated by The Walt Disney Company, Universal Parks and Resorts, Six Flags Entertainment Corporation, Cedar Fair, L.P., Merlin Entertainments Ltd., Herschend Family Entertainment and Hershey Entertainment and Resorts Company. The principal competitive factors of a theme park include location, price, originality and perceived quality of the rides and attractions, the atmosphere and cleanliness of the theme park, the quality of its food, entertainment and employees, weather conditions, ease of travel to the theme park (including direct flights by major airlines), and availability and cost of transportation to a theme park. Certain of our direct competitors have substantially greater financial resources than we do, and they may be able to adapt more quickly to changes in guest preferences or devote greater resources to their attractions or promotion of their offerings and attractions than us. Our competitors may be able to attract guests to their theme parks in lieu of our own through the development or acquisition of new rides, attractions or shows that are perceived by guests to be of a higher quality and entertainment value. As a result, we may not be able to compete successfully against such competitors. If we are unable to compete with new and existing attractions, our results of operations could be negatively impacted.

Featuring animals at our theme parks involves risks.

Our theme parks feature numerous displays and interactions that include animals. All animal enterprises involve some degree of risk. All animal interactions by our employees and our guests in attractions in our theme parks, where offered, involve risk. While we maintain strict safety procedures for the protection of our guests, employees and the animals in our care, injuries or death, while rare, have occurred in the past. For example, in February 2010, a trainer was killed while engaged in an interaction with an orca. Following this incident, we were subject to an inspection by the Department of Labor's Occupational Safety and Health Administration ("OSHA"), which resulted in citations concerning alleged violations of the Occupational Safety and Health Act and certain regulations thereunder. In connection with this incident, we reviewed and revised our safety protocols and made certain safety-related facility enhancements such as revising training protocols used in animal presentations. This incident has also been and continues to be the subject of significant media attention, including extensive television and newspaper coverage, books, at least one documentary and discussions in social media. This incident and similar events that may occur in the future may harm our reputation, reduce attendance

and negatively impact our business, financial condition and results of operations. See also, “*Our insurance coverage may not be adequate to cover all possible losses that we could suffer, and our insurance costs may increase.*”

Animals in our care are important to our theme parks, and they could be exposed to infectious diseases.

Many of our theme parks are distinguished from those of our competitors in that we offer guest interactions with animals in our care. Individual animals, specific species of animals or groups of animals in our zoological collection could be exposed to infectious diseases or could expose guests to infectious diseases. An outbreak of an infectious disease among any animals in our theme parks or the public’s perception that a certain disease could be harmful to human health may materially adversely affect our zoological collection, our business, financial condition and results of operations. Additionally, outbreaks and/or illnesses in our zoological collection could impact the availability of certain guest experiences.

The high fixed cost structure of theme park operations can result in significantly lower margins if revenues decline or we are unable to offset price increases.

A large portion of our expenses is relatively fixed because the costs for employees, maintenance, animal care, utilities, property taxes and insurance do not vary significantly with attendance. These fixed costs may increase at a greater rate than our revenues especially during inflationary periods and may not be able to be reduced at the same rate as declining revenues. For example, our costs of food, merchandise and other sources of revenues are influenced by inflation and fluctuations in global commodity prices. If cost-cutting efforts are insufficient to offset increased costs or declines in revenues or are impracticable, we could experience a material decline in margins, revenues, profitability and reduced or negative cash flows. Such effects can be especially pronounced during pandemics such as was seen during the COVID-19 pandemic in 2020 or periods of inflation or economic contraction or slow economic growth.

Our operating results are subject to seasonal fluctuations.

We have historically experienced and expect to continue to experience seasonal fluctuations in our annual theme park attendance and revenue, which are typically higher in our second and third quarters, partly because seven of our theme parks were historically only open for a portion of the year. As a result, approximately two-thirds of our attendance and revenues were historically generated in the second and third quarters of the year and we generally incurred a net loss in the first and fourth quarters. In addition, the timing of school vacations and school start dates also cause fluctuations in our quarterly theme park attendance and revenue. For example, revenues can shift between the first and second quarters due to the timing of Easter and spring break holidays and between the first and fourth quarters due to the timing of holiday breaks around Christmas and New Year. Even for our theme parks that have historically been open year-round, attendance patterns have significant seasonality, driven by holidays, school vacations and weather conditions. Changes in school calendars that impact traditional school vacation breaks could also impact attendance patterns.

The operating season at some of our theme parks, including SeaWorld San Antonio, Aquatica San Antonio, Adventure Island, Busch Gardens Williamsburg, Water Country USA, Sesame Place Philadelphia and our former Aquatica San Diego park (rebranded as Sesame Place San Diego in 2022), has historically been of limited duration. Any changes to the operating schedule of a park such as increasing operating days for our seasonal parks, could change the impact of seasonality in the future. During 2021, we began year-round operations at SeaWorld San Antonio and began to operate on select days on a year round basis at both Busch Gardens Williamsburg and Sesame Place in Pennsylvania. Additionally, in March 2022, we opened our Sesame Place San Diego park which has been, and is expected to continue to be, open more operating days than the Aquatica San Diego park it replaced, particularly in the first and fourth quarters of the year.

When conditions or events described in this *Risk Factors* section occur during the operating season, particularly during the second and third quarters, there is only a limited period of time during which the impact of those conditions or events can be mitigated. Accordingly, such conditions or events may have a disproportionately adverse effect on our revenues and cash flow. In addition, historically most of our expenses for maintenance and costs of adding new attractions at our seasonal theme parks are incurred when the operating season is over, which may increase the need for borrowing to fund those expenses during such periods.

Changes in consumer tastes and preferences for entertainment and consumer products could reduce demand for our entertainment offerings and products and adversely affect the profitability of our business.

The success of our business depends on our ability to consistently provide, maintain, and expand theme park attractions as well as create online material and consumer products that meet changing consumer preferences. In addition, consumers from outside the United States constitute an important portion of our theme park attendance, and our success depends in part on our ability to successfully predict and adapt to tastes and preferences of this consumer group. If our entertainment offerings and products do not achieve sufficient consumer acceptance or if consumer preferences change, our business, financial condition or results of operations could be materially adversely affected.

We have identified a material weakness in our internal control over financial reporting which could adversely affect our ability to report our results of operations and financial condition accurately and in a timely manner.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Our management is likewise required, on a quarterly basis, to evaluate the effectiveness of our internal controls and to disclose any changes and material weaknesses identified through such evaluation in those internal controls.

As described elsewhere in this Annual Report on Form 10-K, a material weakness in the Company's internal control over financial reporting still exists which was initially disclosed as of September 30, 2021. Management and our Board of Directors are committed to remediating the material weakness to address the deficiency within the control environment which resulted from a lack of sufficient policies and procedures surrounding the frequency, manner and extent in which Board members engage with management, resulting, in part, from increased Board engagement with management. Based upon a recommendation of the Audit Committee of the Board, the Board formed a committee (the "Committee") and engaged independent consultants to advise the Committee and management as it relates to this deficiency to develop and execute on a remediation plan. Management has performed an initial risk assessment to address this deficiency. As a result of this assessment, management and the Committee have identified actions to remediate the material weakness. Management will continue to perform ongoing risk assessment procedures, including continued enhancement, design and implementation of relevant controls, and will assess and test the effectiveness of these remediation efforts. The material weakness cannot be considered remediated, however, until remediation efforts have operated for a sufficient period of time and management has concluded, that the material weakness has been resolved. Although we will continue to assess the effectiveness of our remediation efforts in connection with our evaluations of internal control over financial reporting, these efforts can only be accomplished over time, and these initiatives may not accomplish their intended effects. See the further discussion of increased Board engagement with management under "Current Operating Environment" in the "Business" section included elsewhere in this Annual Report on Form 10-K.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis. As a result, if the material weakness we have identified is not remediated effectively or in a sufficient amount time, we could be impacted by a material misstatement of our annual or interim financial statements that was not prevented or detected in a timely basis, which could have a negative effect on our results of operations and/or the trading price of our securities. Furthermore, we could also be subject to one or more investigations or enforcement actions by the SEC or other regulatory authorities, stockholder lawsuits or other adverse actions requiring us to incur defense costs, pay fines, settlements or judgments, thereby causing investor perceptions to be adversely affected. Additionally, failure to maintain our internal control over financial reporting could adversely impact our ability to report our financial position and results from operations on a timely and accurate basis. If our financial statements are not accurate, investors may not have a complete understanding of our operations. Likewise, if our financial statements are not filed on a timely basis, we could be subject to sanctions or investigations by the stock exchange on which our shares are listed, the SEC or other regulatory authorities, which could result in a material adverse effect on our business and/or we may not be able to maintain compliance with certain of our debt agreements. Moreover, failure to timely file our financial statements could cause us to be ineligible to utilize short form registration statements, which could impair our ability to obtain capital in a timely fashion to execute our business strategies or issue shares to effect an acquisition. Ineffective internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our securities.

Our growth strategy may not achieve the anticipated results.

Our future success will depend on our ability to grow our business, including through capital investments to improve existing and develop or acquire additional theme parks, rides, attractions and shows, as well as in-park product offerings and product offerings outside of our theme parks that are complementary to our parks. Our growth and innovation strategies require significant commitments of management resources and capital investments and may not grow our revenues at the rate we expect or at all. As a result, we may not be able to recover the costs incurred in developing our new projects and initiatives or to realize their intended or projected benefits, which could materially adversely affect our business, financial condition or results of operations.

We may not be able to fund theme park capital expenditures and investment in future attractions and projects.

A principal competitive factor for a theme park is the originality and perceived quality of its rides and attractions. We need to make continued capital investments through maintenance and the regular addition of new rides and attractions. Our ability to fund capital expenditures will depend on our ability to generate sufficient cash flow from operations and to raise capital from third parties. We cannot assure you that our operations will be able to generate sufficient cash flow to fund such costs, or that we will be able to obtain sufficient financing on adequate terms, or at all, which could cause us to delay or abandon certain projects or plans.

We may not realize the benefits of developments, restructurings, acquisitions or other strategic initiatives and we may incur significant costs associated with such activities.

Our business strategy may include selective expansion, both domestically and internationally, through acquisitions of assets or other strategic initiatives, such as joint ventures, that allow us to profitably expand our business and leverage our brands. For example, in 2016 we announced our partnership with Miral Asset Management LLC to develop SeaWorld Abu Dhabi, a first-of-its-kind marine life themed park on Yas Island, which is expected to open later in 2023. There is no assurance that the Miral partnership or our other strategic initiatives will be successful.

Any international transactions and partnerships are subject to additional risks, including foreign and U.S. regulations on the import and export of animals, the impact of economic fluctuations in economies outside of the United States, difficulties and costs of staffing and managing foreign operations due to distance, language and cultural differences, as well as political instability and lesser degree of legal protection in certain jurisdictions, currency exchange fluctuations and potentially adverse tax consequences of overseas operations. In addition, the success of any acquisition depends on effective integration of acquired businesses and assets into our operations, which is subject to risks and uncertainties, including realization of anticipated synergies and cost savings, the ability to retain and attract personnel, the diversion of management's attention from other business concerns, and undisclosed or potential legal liabilities of acquired businesses or assets.

We are continuing our efforts to identify cost reductions and efficiency opportunities as well as incremental pricing and revenue opportunities to help offset recent inflationary pressures relating to the costs for labor, goods, services and capital projects. There is no assurance that we will be able to achieve and/or sustain the cost savings, realize or sustain operational efficiencies or achieve other benefits that we may initially expect. In addition, such actions may result in various one-time costs and temporary operational inefficiencies and could negatively impact business, guest experiences and employment relationships during transitional periods. See further discussion under the caption "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Principal Factors and Trends Affecting Our Results of Operations—Costs and Expenses*" included elsewhere in this Annual Report on Form 10-K.

The COVID-19 pandemic has disrupted our business and could adversely affect our results of operations, and/or various other factors beyond our control could materially adversely affect our financial condition and results of operations.

The impact of the COVID-19 pandemic has rapidly evolved around the globe, with many countries, at various times, taking meaningful measures to limit the spread of the virus by instituting quarantines or lockdowns, imposing travel restrictions and vaccination mandates for certain workers or activities and limiting operations of certain non-essential businesses. While restrictions have eased and the global economy has largely re-opened, many medical and public health experts believe that COVID-19 could perpetually reoccur for years, such as seasonally in winter, and even if generally ceasing to be fatal for most people, such reoccurrence could increase the possibility of periods of increased restrictions on business operations. The COVID-19 pandemic has adversely impacted global commercial activity and has contributed to significant economic, financial, and other disruptions.

Our results of operations for the year ended December 31, 2022 continued to be impacted by the global COVID-19 pandemic due in part to a decline in both international and group-related attendance from historical levels. Additionally, our results of operations for 2021 and 2020 were impacted by the COVID-19 pandemic due in part to capacity limitations, modified/limited operations and/or temporary park closures which were in place for portions of the respective periods, as well as decreased demand due to public concerns associated with the pandemic, and severe restrictions on international travel.

In 2022 and 2021, the global economy, with certain setbacks, began reopening, and wider distribution of vaccines has encouraged greater economic activity. While vaccine availability and uptake has increased, the longer-term macro-economic effects of the pandemic continue to impact the theme park industry and the financial turmoil and other changes associated with the pandemic may have lasting effects on our business and operations. In addition, the COVID-19 pandemic, along with other geopolitical and economic factors, continues to disrupt global supply chains, has caused labor shortages and has added broad inflationary pressures.

It is impossible to predict the severity and future transmission rates of COVID-19, the impact of any mutations of the virus, the extent and effectiveness of any vaccine or containment actions taken, and the potential impact of these and other factors on travel and consumer behavior. Any continued restrictions on travel, quarantines and other measures imposed in response to the COVID-19 pandemic, as well as ongoing concern regarding the virus' potential impact and mutations and spikes in the number of infections, have had and will likely continue to have a negative effect on economies, financial markets and our business, including supply chain shortages; staffing challenges for us, our suppliers and those that support the travel industry; and additional business disruptions. Any such impacts could have a material adverse effect on our business.

We may face additional costs and obstacles in complying with any new federal, state or local regulations or industry best practices established in response to the COVID-19 pandemic, hiring and retaining employees and attracting guests who may not wish to travel or visit our theme parks for a prolonged period. In addition, any measures we take or may be required to take such as limiting capacity in our theme parks, enforcing social distancing requirements and/or requiring facial coverings or vaccinations may negatively impact attendance at our theme parks.

If we do not continue to respond appropriately to the pandemic, or if customers do not perceive our response to be adequate, we could suffer damage to our reputation, which could significantly adversely affect our business. Furthermore, the effects of the pandemic on our business could be long-lasting and could continue to have adverse effects, some of which may be significant, and which may indefinitely impact our ability to operate our business in the traditional, pre-pandemic manner.

Our properties are subject to the risk that operations could be halted for a temporary or extended period of time. If there is a prolonged disruption at any of our properties, our business, financial condition, results of operations and prospects will likely be materially adversely affected. Additionally, if a prolonged downturn of general economic or other conditions in the areas in which our properties are located or from which we draw our guests or prevents guests from easily coming to our properties, our business, financial condition, results of operations and prospects will be materially adversely affected.

Adverse litigation judgments or settlements resulting from legal proceedings in which we may be involved in the normal course of our business could reduce our profits or limit our ability to operate our business.

We are subject to allegations, claims and legal actions arising in the ordinary course of our business, which may include claims by third parties, including guests who visit our theme parks, our employees, vendors, stockholders and/or regulators. We are currently subject to securities litigation and other disputes. We are also subject to audits, inspections and investigations by, or receives requests for information from, various federal and state regulatory agencies, including, but not limited to, the U.S. Department of Agriculture's Animal and Plant Health Inspection Service ("APHIS"), the U.S. Department of Labor's Occupational Safety and Health Administration, the California Occupational Safety and Health Administration ("Cal-OSHA"), state departments of labor, the Florida Fish & Wildlife Commission ("FWC"), the Equal Employment Opportunity Commission ("EEOC"), the Internal Revenue Service ("IRS"), the U.S. Department of Justice ("DOJ") and the Securities and Exchange Commission ("SEC"). From time to time, various parties may also bring lawsuits against us. For example, on February 11, 2020, we announced that we had entered into a settlement agreement with respect to a previously disclosed class action lawsuit commenced in 2014, captioned *Baker v. SeaWorld Entertainment, Inc.*, et al., Case No. 14-CV-02129-MMA (AGS) ("Baker"). The settlement required us to pay \$65.0 million for claims alleging violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as well as the costs of administration and legal fees and expenses. The settlement does not include or constitute an admission, concession, or finding of any fault, liability, or wrongdoing by us or any defendant. Also, in September 2018, we reached a settlement with the SEC relating to a previously disclosed SEC investigation. In connection with the settlement, without admitting or denying the substantive allegations in the SEC's complaint, we agreed to the entry of a final judgment ordering us to pay a civil penalty of \$4.0 million and enjoining us from violation of certain provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934 and certain rules thereunder. We discuss securities litigation and other litigation to which we are subject in greater detail in "Item 3. Legal Proceedings" and Note 15—Commitments and Contingencies to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. If any proceedings, audits, inspections or investigations were to be determined adversely against us or resulted in legal actions, claims, regulatory proceedings, enforcement actions, or judgments, fines, or settlements involving a payment of material sums of money, or if injunctive relief were issued against us, our business, financial condition and results of operations could be materially adversely affected. Even the successful defense of legal proceedings may cause us to incur substantial legal costs and may divert management's attention and resources.

Our intellectual property rights are valuable, and any inability to protect them could adversely affect our business.

Our intellectual property, including our trademarks, service marks, domain names, copyrights, patent and other proprietary rights, constitutes a significant part of our value. To protect our intellectual property rights, we rely upon a combination of trademark, copyright, patent, trade secret and unfair competition laws of the United States and other countries, as well as contract provisions and third-party policies and procedures governing internet/domain name registrations. However, there can be no assurance that these measures will be successful in any given case, particularly in those countries where the laws do not protect our proprietary rights as fully as in the United States. We may be unable to prevent the misappropriation, infringement or violation of our intellectual property rights, breaching any contractual obligations to us, or independently developing intellectual property that is similar to ours, any of which could reduce or eliminate any competitive advantage we have developed, adversely affect our revenues or otherwise harm our business.

We have obtained and applied for numerous U.S. and foreign trademark and service mark registrations and will continue to evaluate the registration of additional trademarks and service marks or other intellectual property, as appropriate. We cannot guarantee that any of our pending applications will be approved by the applicable governmental authorities. Moreover, even if the applications are approved, third parties may seek to oppose or otherwise challenge these registrations. A failure to obtain registrations for our intellectual property in the United States and other countries could limit our ability to protect our intellectual property rights and impede our marketing efforts in those jurisdictions.

We are actively engaged in enforcement and other activities to protect our intellectual property rights. If it became necessary for us to resort to litigation to protect these rights, any proceedings could be burdensome, costly and divert the attention of our personnel, and we may not prevail. In addition, any repeal or weakening of laws or enforcement in the United States or internationally intended to protect intellectual property rights could make it more difficult for us to adequately protect our intellectual property rights, negatively impacting their value and increasing the cost of enforcing our rights.

We may be subject to claims for infringing the intellectual property rights of others, which could be costly and result in the loss of significant intellectual property rights.

We cannot be certain that we do not and will not infringe the intellectual property rights of others. We have been in the past, and may be in the future, subject to litigation and other claims in the ordinary course of our business based on allegations of infringement or other violations of the intellectual property rights of others. Regardless of their merits, intellectual property claims can divert the efforts of our personnel and are often time-consuming and expensive to litigate or settle. In addition, to the extent claims against us are successful, we may have to pay substantial money damages or discontinue, modify, or rename certain products or services that are found to be in violation of another party's rights. We may have to seek a license (if available on acceptable terms, or at all) to continue offering products and services, which may significantly increase our operating expenses.

If we lose licenses and permits required to exhibit animals and/or violate laws and regulations, our business will be adversely affected.

We are required to hold government licenses and permits, some of which are subject to yearly or periodic renewal, for purposes of possessing, exhibiting, and maintaining animals. Although our theme parks' licenses and permits have always been renewed in the past, in the event that any of our licenses or permits are not renewed or any of our licenses or permits are revoked, portions of the affected theme park might not be able to remain open for purpose of displaying or retaining the animals covered by such license or permit. Such an outcome could materially adversely affect our business, financial condition and results of operations.

In addition, we are subject to periodic inspections by federal and state agencies and the subsequent issuance of inspection reports. While we believe that we comply with, or exceed, requisite care and maintenance standards that apply to our animals, government inspectors can cite us for alleged statutory or regulatory violations. In unusual instances when we are cited for an alleged deficiency, we are most often given the opportunity to correct any purported deficiencies without penalty. It is possible, however, that in some cases a federal or state regulator could seek to impose monetary fines on us. In the past, when we have been subjected to governmental claims for fines, the amounts involved were not material to our business, financial condition or results of operations. However, while unlikely, we cannot predict whether any future fines that regulators might seek to impose would materially adversely affect our business, financial condition or results of operations. Moreover, many of the statutes under which we operate allow for the imposition of criminal sanctions. While neither of the foregoing situations are likely to occur, either could negatively affect the business, financial condition or results of operations at our theme parks.

Unionization activities or labor disputes may disrupt our operations and affect our profitability.

Although none of our employees are currently covered under collective bargaining agreements, we cannot guarantee that our employees will not elect to be represented by labor unions in the future. For example, in the recent past, we have experienced union organizing activities and these activities were resolved favorably. If some or all of our employees were to become unionized and collective bargaining agreement terms were significantly different from our current compensation arrangements, however, it could adversely affect our business, financial condition or results of operations. In addition, a labor dispute involving some or all of our employees may disrupt our operations and reduce our revenues, and resolution of labor and employment-related disputes may increase our costs.

Although we maintain binding policies that require employees to submit to a mandatory alternative dispute resolution procedure in lieu of other remedies, as employers, we may be subject to various employment-related claims, such as individual or class actions or government enforcement actions relating to alleged employment discrimination, employee classification and related withholding, wage-hour, labor standards or healthcare and benefit issues. Such actions, if brought against us and successful in whole or in part, may affect our ability to compete or materially adversely affect our business, financial condition or results of operations.

If we are unable to maintain certain commercial licenses, our business, reputation and brand could be adversely affected.

We rely on a license from Sesame to use the Sesame Place trade name and trademark and certain other intellectual property rights, including titles, marks, characters, logos and designs from the Sesame Street television series within our Sesame Place theme park located in Langhorne, Pennsylvania (the "Langhorne Sesame Place"), the Sesame Place theme park located in Chula Vista, California (the "San Diego Sesame Place") and any additional future Sesame Place theme parks in the United States (collectively, the "Standalone Parks") and with respect to Sesame Street themed areas within certain areas of some of our other theme parks, as well as in connection with the sales of certain Sesame Street themed products. The License Agreement with Sesame (the "Sesame License Agreement") has an initial term through December 31, 2031, with an automatic additional 15-year extension plus a 5-year option added from each new Standalone Park opening. Our use of these intellectual property rights is subject to the approval of Sesame and

the parties have certain termination rights under the Sesame License Agreement, including without limitation Sesame's right to terminate the Sesame License Agreement in whole or in part under certain limited circumstances, including a change of control of SeaWorld (or of SeaWorld Parks and Entertainment, Inc., a wholly-owned subsidiary of SeaWorld), our bankruptcy or uncured breach of the Sesame License Agreement, or the termination of the Sesame License Agreement regarding the Langhorne Sesame Place and San Diego Sesame Place theme parks. If we were to lose or have to renegotiate the Sesame License Agreement, our business may be adversely affected.

ABI is the owner of the Busch Gardens trademarks and domain names. ABI has granted us a perpetual, exclusive, worldwide, royalty-free license to use the Busch Gardens trademark and certain related domain names in connection with the operation, marketing, promotion and advertising of certain of our theme parks, as well as in connection with the production, use, distribution and sale of merchandise sold in connection with such theme parks. Under the license, we are required to indemnify ABI against losses related to our use of the marks. If we were to lose or have to renegotiate this license, our business may be adversely affected.

Our existing debt agreements contain, and future debt agreements may contain, restrictions that may limit our flexibility in operating our business.

Our existing debt agreements contain, and documents governing our future indebtedness may contain, financial and operating covenants that limit the discretion of management with respect to certain business matters. These covenants place restrictions on, among other things, our ability to incur additional indebtedness, pay dividends and other distributions, make capital expenditures, make certain loans, investments and other restricted payments, enter into agreements restricting our subsidiaries' ability to pay dividends, engage in certain transactions with stockholders or affiliates, sell certain assets or engage in mergers, acquisitions and other business combinations, amend or otherwise alter the terms of our indebtedness, alter the business that we conduct, guarantee indebtedness or incur other contingent obligations and create liens. Our existing debt agreements also require, and documents governing our future indebtedness may require, us to meet certain financial ratios and tests. Our ability to comply with these and other provisions of the existing debt agreements is dependent on our future performance, which will be subject to many factors, some of which are beyond our control. The breach of any of these covenants or non-compliance with any of these financial ratios and tests could result in an event of default under the existing debt agreements, which, if not cured or waived, could result in acceleration of the related debt and the acceleration of debt under other instruments evidencing indebtedness that may contain cross-acceleration or cross-default provisions. We discuss certain key covenants and financial ratios to which we are subject under our debt agreements in greater detail under the caption "*Restrictive Covenants*" in Note 11—Long-Term Debt to our accompanying consolidated financial statements included elsewhere in this Annual Report on Form 10-K and under "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Our Indebtedness—Covenant Compliance*".

Failure to maintain our current credit ratings could adversely affect our cost of funds, related margins, liquidity, and access to capital markets.

Moody's Investor Service and Standard & Poor's Financial Services routinely evaluate our debt and issue ratings on our Senior Secured Credit Facilities. These ratings are based on a number of factors, which included their assessment of our financial strength, liquidity, capital structure, asset quality, and sustainability of cash flow and earnings. Due to changes in these factors, the pandemic and market conditions, we may not be able to maintain our current credit ratings, which could adversely affect our cost of funds and related margins, liquidity and access to capital markets.

For example, as of December 31, 2022, our Senior Secured Credit Facilities and Senior Unsecured Credit Facilities were rated by Standard and Poor's Financial Services (corporate credit rated BB- with a stable outlook, the Senior Secured Credit Facilities rated BB, and the Senior Unsecured Credit Facilities rated B) and Moody's Investors Service (corporate family rated B1 with a stable outlook, the Senior Secured Credit Facilities rated Ba3, and the Senior Unsecured Credit Facilities rated B3). We disclose these ratings to enhance the understanding of our sources of liquidity and the effects of these ratings on our costs of funds and related margins, liquidity and access to capital markets. Our borrowing costs depend, in part, on our credit ratings and any actions taken by these credit rating agencies to lower our credit ratings, could increase our borrowing costs.

Our leverage could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our obligations under our indebtedness.

As of December 31, 2022, our total indebtedness was approximately \$2.138 billion. Our high degree of leverage could have important consequences, including the following: (i) a substantial portion of our cash flow from operations is dedicated to the payment of principal and interest on indebtedness, thereby reducing the funds available for operations, capital expenditures, future business opportunities and/or share repurchases of our common stock; (ii) our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate purposes in the future may be limited; (iii) certain of the borrowings are at variable rates of interest, which will increase our vulnerability to increases in interest rates; (iv) we are at a competitive disadvantage to less leveraged competitors; (v) we may be unable to adjust rapidly to changing market conditions; (vi) the debt service requirements of our other indebtedness could make it more difficult for us to satisfy our financial obligations; and (vii) we

may be vulnerable in a downturn in general economic conditions or in our business and we may be unable to carry out activities that are important to our growth. During 2021 and 2022, the United States experienced increasing inflation. Increased inflation is likely to cause interest rates (including LIBOR and SOFR) to increase. For example, in 2022, in light of increasing inflation, the Federal Reserve increased interest rates seven times. The Federal Reserve has indicated that it expects continued increases in interest rates in 2023 and 2024. Any further increase could increase our borrowing costs on variable debt and adversely affect our business. We do not currently have any of our debt hedged. A hypothetical increase in LIBOR of 100 bps would increase our annual interest expense by approximately \$11.9 million. Increased debt service costs would adversely affect our cash flow and net income. There can be no assurance that if we intend to enter into a hedge, that we will be able to enter into hedging arrangements on favorable terms or at all.

Our ability to make scheduled payments of the principal of, or to pay interest on, or to refinance indebtedness depends on and is subject to our financial and operating performance, which in turn is affected by general and regional economic, financial, competitive, business and other factors beyond our control, including the availability of financing in the banking and capital markets. If unable to generate sufficient cash flow to service our debt or to fund our other liquidity needs, we will need to restructure or refinance all or a portion of our debt, which could cause us to default on our obligations and impair our liquidity. There can be no assurance that any refinancing of our indebtedness will be possible and any such refinancing could be at higher interest rates and may require us to comply with more onerous covenants that could further restrict our business operations. We from time to time may increase the amount of our indebtedness, modify the terms of our financing arrangements, make capital expenditures, issue dividends and take other actions that may substantially increase our leverage.

Despite our significant leverage, we may incur additional amounts of debt, which could further exacerbate the risks associated with our significant leverage.

Hill Path Capital LP and its affiliates could be able to significantly influence our decisions and their interests may conflict with ours or yours in the future.

In 2019, Hill Path Capital LP and certain of its affiliates (“Hill Path”) purchased in the aggregate, 13,214,000 shares of our common stock (the “HP Purchase”). As described more fully in our Form 8-K dated May 27, 2019, we concurrently entered into the Stockholders Agreement, the Registration Rights Agreement and the Undertaking Agreement (collectively, the “HP Agreements”) with Hill Path in connection with the HP Purchase. On July 7, 2020, Hill Path filed with the SEC a Schedule 13D/A (the “Schedule 13D/A”) reporting that such persons had accumulated a total of 27,205,306 shares of our common stock, which represents approximately 42.6% of our total outstanding shares of common stock as of December 31, 2022. Also, certain funds affiliated with Hill Path have other economic interests in the Company. Please refer to their most recent Schedule 13D/A filed on November 14, 2022. In addition, the Hill Path Schedule 13D filed on May 1, 2017, as amended states, among other things, that Hill Path may suggest changes in our business, operations, capital structure, capital allocation, corporate governance, and other strategic matters.

Under the HP Agreements, we agreed to appoint up to three Hill Path director designees (“Hill Path Designees”) to our Board of Directors of which two directors may be affiliated with Hill Path and, subject to the independence standards of the New York Stock Exchange, there must be one Hill Path Designee on each committee of the Board, as determined by Hill Path and subject to the approval of the Nominating and Corporate Governance Committee. Scott Ross, founder of Hill Path and James Chambers, a Partner at Hill Path are the Hill Path Designees. Mr. Ross currently serves as Chairman of the Board and Chairman of the Compensation Committee and also serves on the Nominating and Corporate Governance Committee and the Revenue Committee. Mr. Chambers serves as Chairman of the Nominating and Corporate Governance Committee and also serves on the Compensation Committee and the Revenue Committee.

For so long as Hill Path Designees remain on our Board, Hill Path will have influence with respect to our management, business plans and policies, including the appointment and removal of our officers, and nominees for director. In addition, for so long as Hill Path continues to own a significant percentage of our stock, Hill Path will be able to influence the composition of our Board of Directors and the approval of actions requiring stockholder approval. For example, for so long as Hill Path continues to own a significant percentage of our stock, Hill Path may be able to influence whether or not a change of control of our Company or a change in the composition of our Board of Directors occurs. The concentration of ownership could deprive you of an opportunity to receive a premium for your shares of common stock as part of a sale of our Company and ultimately might affect the market price of our common stock.

Our insurance coverage may not be adequate to cover all possible losses that we could suffer, and our insurance costs may increase.

Our insurance coverage may not be adequate to cover all possible losses that we could suffer, and our insurance costs may increase. Although we maintain various safety and loss prevention programs and carry property and casualty insurance to cover certain risks, our insurance policies do not cover all types of losses and liabilities. Additionally, many of our policies are subject to deductibles and/or self-insured retentions and co-insurance. There can be no assurance our insurance will be sufficient to cover the full extent of all losses or liabilities for which we are insured and may be significantly less than the expected and actual replacement cost of rebuilding facilities “as was” if there was a total loss. For example, our losses in 2020 related to the impacts of the COVID-19 pandemic were not covered by insurance available to us. We cannot guarantee that we will be able to renew our current insurance policies on favorable terms, or at all. In addition, if we or other theme park operators sustain significant losses or make significant insurance claims, then our ability to obtain future insurance coverage at commercially reasonable rates could be materially adversely affected.

We may be unable to purchase or contract with third-party manufacturers for our theme park rides and attractions, or construction and/or supply chain delays may occur and impact attraction openings.

We may be unable to purchase or contract with third parties to build high quality rides and attractions and to continue to service and maintain those rides and attractions at competitive or beneficial prices, or to provide the replacement parts needed to maintain the operation of such rides. The costs of fuel, construction, repairs and maintenance, labor, freight and utilities are all subject to inflationary pressures that have recently increased the costs of building and maintaining our rides and attractions. Furthermore, global supply chain issues have, and could continue to, cause delays in the receipt of required goods or services which could negatively impact ride availability.

In addition, if our third-party suppliers’ financial condition deteriorates or they go out of business, we may not be able to obtain the full benefit of manufacturer warranties or indemnities typically contained in our contracts or may need to incur greater costs for the maintenance, repair, replacement or insurance of these assets. We have incurred and may in the future incur unanticipated construction delays in completing capital projects which could adversely affect ride or attraction opening dates which could impact our attendance or revenues. Further, when rides and/or attractions have downtime and/or closures, our guest experience, attendance or revenue could be adversely affected.

Our operations and our ownership of property subject us to environmental requirements, and to environmental expenditures and liabilities.

We incur costs to comply with environmental requirements, such as those relating to water use, wastewater and storm water management and disposal, air emissions control, hazardous materials management, solid and hazardous waste disposal, and the clean-up of properties affected by regulated materials.

We have been required and continue to investigate and clean-up hazardous or toxic substances or chemical releases, and other releases, from current or formerly owned or operated facilities. In addition, in the ordinary course of our business, we generate, use and dispose of large volumes of water, including saltwater, which requires us to comply with a number of federal, state and local regulations and to incur significant expenses. Failure to comply with such regulations could subject us to fines and penalties and/or require us to incur additional expenses. Although we are not now classified as a large quantity generator of hazardous waste, we do store and handle hazardous materials to operate and maintain our equipment and facilities and have done so historically.

We cannot assure you that we will not incur substantial costs to comply with new or expanded environmental requirements in the future or to investigate or clean-up new or newly identified environmental conditions, which could also impair our ability to use or transfer the affected properties and to obtain financing.

Delays, restrictions, or inability to obtain or maintain permits for capital investments could impair our business.

Our capital investments require regulatory permits from one or more governmental agencies in order to improve existing or build new theme parks, rides, attractions and shows. Such permits are typically issued by state agencies, but federal and local governmental permits may also be required. The requirements for such permits vary depending on the location of such capital investments. As with all governmental permitting processes, there is a degree of uncertainty as to whether a permit will be granted, the time it will take for a permit to be issued, and the conditions that may be imposed in connection with the granting of the permit. Therefore, our capital investments in certain areas may be delayed, interrupted, or suspended for varying lengths of time, causing a loss of revenue to us, increasing cost, and/or adversely affecting our results of operations.

Financial distress experienced by our strategic partners or other counterparties could have an adverse impact on us.

We are party to numerous contracts of varying durations. Certain of our agreements are comprised of a mixture of firm and non-firm commitments, varying tenures, and varying renewal terms, among other terms. There can be no guarantee that, upon the expiration of our contracts, we will be able to renew such contracts on terms as favorable to us, or at all.

Although we attempt to assess the creditworthiness of our strategic partners and other contract counterparties, there can be no assurance as to the creditworthiness of any such strategic partner or contract counterparty. Financial distress experienced by our strategic partners or other counterparties could have an adverse impact in the event such parties are unable to pay us for the services we provide or otherwise fulfill their contractual obligations.

We are exposed to the risk of loss in the event of non-performance by such strategic partners or other counterparties. Some of these counterparties may be highly leveraged and subject to their own operating, market and regulatory risks, and some are experiencing, or may experience in the future, severe financial problems that have had or may have a significant impact on their creditworthiness. In addition, the sale or transfer of our common stock owned by affiliates of Hill Path, or the perception that such sales or transfers could occur, could harm the prevailing market price of shares of our common stock.

Any material nonpayment or nonperformance from our contract counterparties due to inability or unwillingness to perform or adhere to contractual arrangements could have a material adverse impact on our business, results of operations, financial condition and ability to make cash distributions to our stockholders. Furthermore, in the case of financially distressed strategic partners, such events might otherwise force such strategic partners to curtail their commercial relationships with us, which could have a material adverse effect on our results of operations, financial condition, and cash flows.

Tariffs or other trade restrictions could adversely impact our business, financial condition and results of operations.

We purchase some of our merchandise for resale and other products used in our business from entities which are located in foreign countries. Additionally, some of our ride manufacturers may be located in foreign countries or utilize components manufactured or sourced from foreign countries. These relationships expose us to risks associated with doing business globally, including changes in tariffs, quotas and other restrictions on imports (collectively “Trade Restrictions”) as well as escalating global trade tensions and the potential for international supply chain disruptions due to geopolitical events. The United States has increased tariffs on certain imports from China and other countries. Such Trade Restrictions have resulted in increased costs and could result in lower gross margin on impacted products and/or will likely result in increases in the cost of capital projects, unless we are able to successfully take any one or more of the following mitigating actions: increase our prices, move production to countries with no or lower tariffs or away from domestic vendors who source from China or other tariff impacted countries, or alter or cease offering certain products. Any increase in pricing, alteration of products or reduced product offering could reduce the competitiveness of our products. Furthermore, any retaliatory counter-measures imposed by countries subject to such tariffs could increase our, or our vendors’, import expenses. Additionally, even if the products we import are not directly impacted by tariffs, the imposition and maintenance of such tariffs on goods imported into the United States could cause increased prices for consumer goods, in general, which could have a negative impact on consumer spending for discretionary items reducing attendance or spending at our parks. These direct and indirect impacts of increased tariffs or Trade Restrictions implemented by the United States, both individually and cumulatively, could have a material adverse effect on our business, financial condition and results of future operations.

Actions of activist stockholders, and such activism could adversely impact the value of our securities.

We value constructive input from our stockholders and the investment community. Our Board and management team are committed to acting in the best interests of all of our stockholders. There is no assurance that the actions taken by our Board and management in seeking to maintain constructive engagement with our stockholders will be successful. Responding to actions by activist stockholders can be costly and time-consuming, disrupting our operations and diverting the attention of management and our employees. Such activities could also interfere with our ability to execute our strategic plan and our long-term growth. The perceived uncertainties as to our future direction caused by activist actions could affect the market price of our securities, result in the loss of potential business opportunities and make it more difficult to attract and retain qualified personnel, board members and business partners. In addition, any interference with our annual meeting process, including but not limited to a proxy contest for the election of directors at our annual meeting, could require us to incur significant legal and other advisory fees and proxy solicitation expenses and require significant time and attention by management and our Board.

The policies of the U.S. President and his administration or any changes to tax laws may result in a material adverse effect on our business, cash flow, results of operations or financial condition and may impact our ability to use our net operating loss carryforwards.

While we cannot predict the changes that the current administration will make, certain policy changes regarding increases in minimum wage, limitation or restrictions on travel to the United States, foreign trade barriers, domestic travel rules, changes to labor laws or regulations, and/or changes to environmental or animal welfare regulations could adversely affect our business. Additionally, policies that strengthen the U.S. dollar against a variety of foreign currencies could impact international tourist spending, including at our theme parks. While there is currently a substantial lack of clarity and uncertainty around the likelihood, timing and details of any such policies and reforms, such policies and reforms may materially and adversely affect our business, financial condition and results of operations and the value of our securities. The President signed an Executive Order with the goal of increasing the minimum wage for federal workers and contractors to \$15.00 an hour, which became effective January 30, 2022. Additionally, the current administration is encouraging Congress to increase the federal minimum wage more broadly to \$15.00 an hour in the private sector.

Separately, the Tax Cuts and Jobs Act (the “Tax Act”), which was enacted on December 22, 2017, contained a number of changes to U.S. federal tax laws. The Tax Act, among other changes, imposed limitations on the deductibility of interest. On August 16, 2022, the Inflation Reduction Act (“IRA”) of 2022 was signed into law. This legislation includes a 15% corporate alternative minimum tax and a 1% excise tax on stock repurchases among its key tax provisions effective for years beginning after December 31, 2022. While we do not anticipate the IRA having a material impact on our operations, there can be no guarantee that this will be the case.

The relationship between the United States and foreign countries could impact consumers’ willingness to spend discretionary income, the availability and/or cost of goods, the availability of international flights, and/or the ability or desire of foreign tourists to visit the United States.

Additional guidance may be issued by the Internal Revenue Service (“IRS”), the Department of the Treasury, or other governing body that may significantly differ from our interpretation of the law. In addition, our future effective tax rates could be favorably or unfavorably affected by changes in tax rates, changes in the valuation of our deferred tax assets or liabilities, the effectiveness of current and future tax planning strategies or changes in tax laws. Such factors may result in a material adverse effect on our business, cash flow, results of operations or financial conditions.

We continue to monitor changes and proposed changes to tax and other laws that may impact our business, results of operations, and financial condition and liquidity. It is currently unclear how the agenda of the current administration will impact our business.

Changes to, or the elimination of, LIBOR may adversely affect interest expense related to our indebtedness.

Borrowings under our Term B Loan which mature on August 25, 2028, and the Revolving Credit Facility which matures on August 25, 2026 are currently based on LIBOR. In March 2021, the United Kingdom’s Financial Conduct Authority (“FCA”), a regulator of financial services firms and financial markets in the United Kingdom, announced that it will phase out of regulatory oversight of LIBOR interest rates indices. The FCA has indicated it will support the LIBOR indices for USD LIBOR through June 2023, to allow for an orderly transition to an alternative reference rate. The FCA announcement coincides with the March 2021 announcement of LIBOR’s administrator, the ICE Benchmark Administration (“IBA”), indicating that, as a result of not having access to input data necessary to calculate LIBOR after June 30, 2023, the IBA would have to cease publication of such LIBOR tenors immediately after the last publication on June 30, 2023. Further, in March 2022, the Consolidated Appropriations Act of 2022, which includes the Adjustable Interest Rate (LIBOR) Act, was signed into law in the U.S. This legislation establishes a uniform benchmark replacement process for financial contracts maturing after June 30, 2023 that do not contain clearly defined or practicable fallback provisions. The legislation also creates a safe harbor that shields lenders from litigation if they choose to utilize a replacement rate recommended by the Federal Reserve. The United States Federal Reserve has also advised banks to cease entering into new contracts that use USD LIBOR as a reference rate.

There is no assurance that dates announced by the FCA will not change or that the administrator of LIBOR and/or regulators will not take further action that could impact the availability, composition, or characteristics of LIBOR or the currencies and/or tenors for which LIBOR is published. If LIBOR ceases to exist and the implementation of any Benchmark Replacement Conforming Changes ensues, there are no guarantees whether the composition or characteristics of any such alternative, successor or replacement reference rate will be similar to, or produce the same value or economic equivalence of, the LIBOR Rate or have the same volume or liquidity as did the London interbank offered rate prior to its discontinuance or unavailability. Also, if we intend to hedge our LIBOR denominated debt, we cannot predict whether hedging opportunities will exist on acceptable terms.

The Alternative Reference Rates Committee, which was charged with determining a replacement for LIBOR, has identified the Secured Overnight Financing Rate (“SOFR”), as the recommended risk-free alternative rate for LIBOR. The Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2018-16, *Derivatives and Hedging* which includes SOFR as a permitted rate that can be used in the application of hedge accounting pursuant to adoption of the standard. The Federal Reserve Bank of New York began publishing SOFR rates in April 2018. SOFR is intended to be a broad measure of the cost of borrowing cash overnight collateralized by Treasury securities. The market transition away from LIBOR is expected to be complicated, and to include the development of term and credit adjustments with a fallback rate to accommodate differences between LIBOR and SOFR. There can be no guarantee that SOFR will become widely used or that alternatives may be developed without additional complications. We are not able to predict whether LIBOR will cease to be available after 2023, whether SOFR will become a widely accepted benchmark in place of LIBOR, or what the impact of such a possible transition from LIBOR may be on our business, financial condition, and results of operations.

Risks Related to Ownership of Our Common Stock

Our stock price may change significantly, and you may not be able to sell shares of our common stock at or above the price you paid or at all, and you could lose all or part of your investment as a result.

The trading price of our common stock has been, and may continue to be, volatile. Since shares of our common stock were sold in our IPO in April 2013 through December 31, 2022, our common stock close price has ranged from \$7.46 to \$74.44. In addition to the risk factors discussed in this Annual Report on Form 10-K, the trading price of our common stock may be adversely affected due to a number of factors, many of which are beyond our control, including:

- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates and investment recommendations by securities analysts and investors;
- declines in the market prices of stocks generally, or those of amusement and theme parks companies;
- strategic actions by us or our competitors;
- announcements by us or our competitors of significant contracts, new products, acquisitions, joint marketing relationships, joint ventures, other strategic relationships or capital commitments;
- changes in general economic or market conditions or trends in our industry or markets;
- changes in business or regulatory conditions;
- future sales of our common stock or other securities;
- repurchases of our common stock;
- investor perceptions or the investment opportunity associated with our common stock relative to other investment alternatives;
- the public’s response to press releases or other public announcements by us or third parties, including our filings with the SEC;
- rumors and market speculation involving us or other companies in our industry, particularly with respect to strategic transactions;
- announcements relating to litigation;
- guidance, if any, that we provide to the public, any changes in this guidance or our failure to meet this guidance;
- the development and sustainability of an active trading market for our stock;
- actions by institutional or activist stockholders;
- changes in accounting principles; and
- other events or factors, including those resulting from pandemics, natural disasters, war, acts of terrorism or responses to these events.

We cannot guarantee that our allocation of capital to various alternatives will enhance long-term stockholder value, and in some cases, our Share Repurchase Program could increase the volatility of the price of our common stock.

Our goal is to invest capital to maximize our overall long-term returns. This includes spending on capital projects and expenses, managing debt levels, and periodically returning capital to our stockholders through share repurchases and/or dividends. There can be no assurance that our capital allocation decisions will enhance stockholder value. Our Board has previously authorized a share repurchase of up to \$250.0 million of our common stock (the “Share Repurchase Program”), of which approximately \$56.4 million remained available under the Share Repurchase Program as of December 31, 2022. The number of shares to be purchased and the timing of purchases will be based on our trading windows and available liquidity, general business and market conditions and other factors, including legal requirements and alternative opportunities.

The IRA, which was passed in August 2022, contains a 1% excise tax on share repurchases, which may impact our future decisions on how to return value to shareholders in the most tax efficient manner and would increase the cost of share repurchases.

During 2022, we completed share repurchases of 12,423,497 shares for an aggregate total of approximately \$693.6 million. Repurchases of our common stock pursuant to the Share Repurchase Program could affect our stock price and increase its volatility. The existence of the Share Repurchase Program could cause our stock price to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our stock. There can be no assurance that any share repurchases will enhance stockholder value because the market price of our common stock may decline below the levels at which we repurchased shares of stock. Although the Share Repurchase Program is intended to enhance long-term stockholder value, there is no assurance that it will do so and short-term stock price fluctuations could reduce such program’s effectiveness. See Note 19–Stockholders’ Deficit in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Future sales, or the perception of future sales, by us or our existing stockholders in the public market could cause the market price for our common stock to decline.

The sale of a substantial number of shares of our common stock in the public market, or the perception that such sales could occur, could harm the prevailing market price of shares of our common stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

Shares held by Hill Path and certain of our directors, officers and employees are eligible for resale, subject to volume, manner of sale and other limitations under Rule 144. In addition, pursuant to a registration rights agreement entered into in connection with the HP Purchase, we granted Hill Path the right, subject to certain conditions, to require us to register the sale of their shares of common stock under the Securities Act.

If Hill Path exercises their registration rights, the market price of our shares of common stock could drop significantly. This factor could also make it more difficult for us to raise additional funds through future offerings of our shares of common stock or other securities.

In addition, the shares of our common stock reserved for future issuance under the 2017 Omnibus Incentive Plan will become eligible for sale in the public market once those shares are issued, subject to provisions relating to various vesting agreements, any applicable lock-up agreements in effect from time to time and Rule 144, as applicable. A total of 15,000,000 shares of common stock were reserved for issuance under the 2017 Omnibus Incentive Plan, of which approximately 7,290,000 shares of common stock remain available for future issuance as of December 31, 2022. In the future, we may also issue our securities in connection with investments or acquisitions. The number of shares of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then-outstanding shares of our common stock. Any issuance of additional securities in connection with investments or acquisitions may result in additional dilution to you.

Our indebtedness could limit our ability to make restricted payments such as share repurchases and/or pay dividends on our common stock in the future.

Our ability to make restricted payments such as share repurchases and/or declare dividends is limited by covenants in our senior secured credit facilities pursuant to a credit agreement dated as of August 25, 2021, as the same may be amended, restated, supplemented or modified from time to time (the “Senior Secured Credit Facilities”). We have not paid a dividend since September 2016. Dividends, if any, and the timing of declaration of any such dividends, will be at the discretion of the Board and will depend upon many factors, including, but not limited to, our results of operations, financial condition, level of indebtedness, capital requirements, contractual restrictions, restrictions in our debt agreements and in any preferred stock, business prospects and other factors that the Board deems relevant. See Note 11–Long-Term Debt in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Anti-takeover provisions in our organizational documents could delay or prevent a change of control.

Certain provisions of our amended and restated certificate of incorporation and amended and restated bylaws may have an anti-takeover effect and may delay, defer or prevent a merger, acquisition, tender offer, takeover attempt or other change of control transaction that a stockholder might consider in its best interest, including those attempts that might result in a premium over the market price for the shares held by our stockholders.

These provisions provide for, among other things:

- the ability of our Board of Directors to issue one or more series of preferred stock;
- advance notice for nominations of directors by stockholders and for stockholders to include matters to be considered at our annual meetings;
- certain limitations on convening special stockholder meetings;
- the removal of directors with or without cause only by the affirmative vote of the holders of at least 66.67% in voting power of all the then-outstanding shares of our stock entitled to vote thereon, voting together as a single class; and
- that certain provisions may be amended only by the affirmative vote of the holders of at least 66.67% in voting power of all the then-outstanding shares of our stock entitled to vote thereon, voting together as a single class.

These anti-takeover provisions could make it more difficult for a third party to acquire us, even if the third-party's offer may be considered beneficial by many of our stockholders. As a result, our stockholders may be limited in their ability to obtain a premium for their shares.

The concentration of ownership of our capital stock limits your ability to influence corporate matters.

Our executive officers, directors, current 5% or greater stockholders and entities affiliated with them beneficially owned (as determined in accordance with the rules of the SEC) approximately 57.5% of our common stock outstanding as of December 31, 2022. This significant concentration of share ownership may adversely affect the trading price for our common stock because investors often perceive disadvantages in owning stock in companies with controlling stockholders. Also, these stockholders, acting together, may be able to control our management and affairs and matters requiring stockholder approval, including the election of directors and the approval of significant corporate transactions, such as mergers, consolidations or the sale of substantially all of our assets. Consequently, this concentration of ownership may have the effect of delaying or preventing a change of control, including a merger, consolidation or other business combination involving us, or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control, even if that change of control would benefit our other stockholders.

Non-U.S. holders who own or owned more than a certain ownership threshold may be subject to United States federal income tax on gains realized on the disposition of our common stock.

We believe that we are currently a U.S. real property holding corporation for U.S. federal income tax purposes. So long as our common stock continues to be regularly traded on an established securities market, a non-U.S. stockholder who holds or held (at any time during the shorter of the five-year period preceding the date of disposition or the holder's holding period) more than 5% of our common stock will be subject to United States federal income tax on the disposition of our common stock. Non-U.S. holders should consult their own tax advisors concerning the consequences of disposing of shares of our common stock.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The following table summarizes our principal properties as of December 31, 2022, which includes approximately 400 acres of land available for future development.

Location	Size	Use
San Diego, CA	190 acres ^(a)	Leased Land
Chula Vista, CA	66 acres	Owned Theme Park ^(b)
Orlando, FL	279 acres	Owned Theme Park and Corporate Headquarters
Orlando, FL	58 acres	Owned All-inclusive Interactive Park
Orlando, FL	81 acres	Owned Water Park
Tampa, FL	56 acres	Owned Water Park
Tampa, FL	306 acres	Owned Theme Park
Dade City, FL	109 acres	Owned Breeding and Holding Facility
Langhorne, PA	55 acres	Owned Theme Park
San Antonio, TX	397 acres	Owned Theme Park
San Antonio, TX	18 acres	Owned Water Park
Williamsburg, VA	222 acres	Owned Water Park
Williamsburg, VA	422 acres	Owned Theme Park
Williamsburg, VA	5 acres	Owned Warehouse Space
Williamsburg, VA	5 acres	Owned Seasonal Worker Lodging

(a) Includes approximately 17 acres of water in Mission Bay Park, California.

(b) Former site of Aquatica San Diego water park which was converted into Sesame Place San Diego theme park in 2022.

We believe that our properties are in good operating condition and adequately serve our current business operations.

Lease Agreement with City of San Diego

Our subsidiary, Sea World LLC (f/k/a Sea World Inc.), leases approximately 190 acres from the City of San Diego, including approximately 17 acres of water in Mission Bay Park, California (the “Premises”). The current lease term commenced on July 1, 1998 and extends for 50 years or the maximum period allowed by law. Under the lease, the Premises must be used as a marine park facility and related uses. In addition, we may not operate another marine park facility within a radius of 560 miles from the City of San Diego.

The annual rent under the lease is calculated on the basis of a specified percentage of Sea World LLC’s gross income from the Premises (the “Percentage Rent”), or the minimum yearly rent (the “Minimum Rent”), whichever is greater. The minimum yearly rent which was approximately \$10.4 million for the each of the years ended December 31, 2022, 2021 and 2020, is adjusted every three years to an amount equal to 80% of the average accounting year rent actually paid for the three previous years. The Company is awaiting the City of San Diego’s confirmation of the new adjusted minimum yearly rent, which will be effective as of January 1, 2023.

The Company’s gross income from the Premises was significantly impacted during the year ended December 31, 2020 due to the temporary park closures, limited reopenings, modified operations and capacity restrictions resulting from the impact of the COVID-19 pandemic and related government restrictions in San Diego. As a result, the Company deferred approximately \$1.6 million of the Percentage Rent related to the year ended December 31, 2020, which was subsequently paid during the first quarter of 2021. The Company continues to defer payment of an additional \$8.3 million related to the Minimum Rent for the year ended December 31, 2020, which is included in accounts payable and accrued expenses as of December 31, 2022.

See further discussion in Note 14—Leases to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Item 3. Legal Proceedings

This information is set forth under Note 15—*Commitments and Contingencies* to the consolidated financial statements included in Part IV, Item 15, which is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

PART II.

**Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities
Market Information**

Our common stock is listed on the New York Stock Exchange (“NYSE”) under the ticker symbol “SEAS.” As of February 23, 2023, there were approximately 217 holders of record of our outstanding common stock. This does not include persons who hold our common stock in nominee or “street name” accounts through brokers or banks.

Dividends

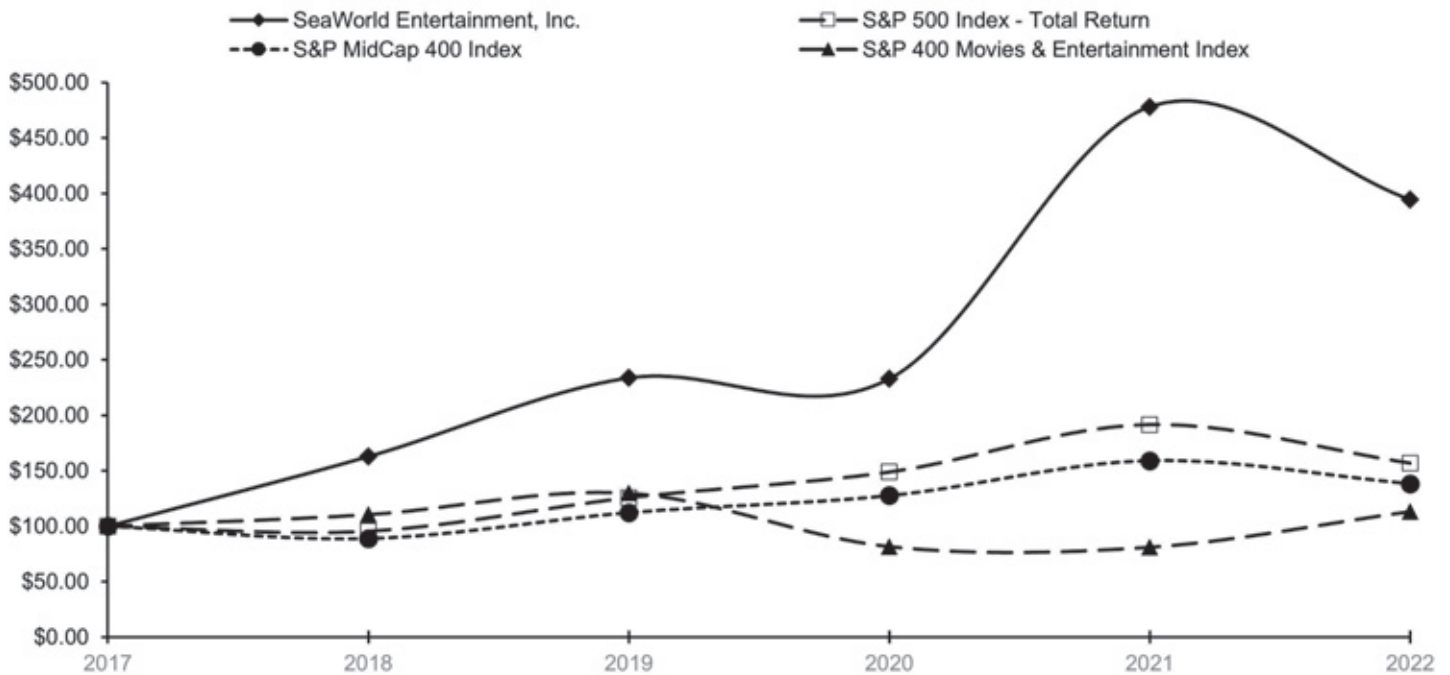
We currently do not pay a dividend.

Stock Price Performance

This performance graph shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or incorporated by reference into any filing of SeaWorld under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The following graph shows a comparison of the five-year cumulative total stockholder return for our common stock, the Standard & Poor’s (“S&P”) 500 Index, the S&P Midcap 400 Index and the S&P 400 Movies & Entertainment Index. The graph assumes that \$100 was invested in our common stock and in each index at the market close on December 31, 2017 and assumes that all dividends, if any, were reinvested. The stock price performance of the following graph is not necessarily indicative of future stock price performance.

Comparison of Cumulative Total Return



	<u>12/31/2017</u>	<u>12/31/2018</u>	<u>12/31/2019</u>	<u>12/31/2020</u>	<u>12/31/2021</u>	<u>12/31/2022</u>
SeaWorld Entertainment, Inc.	\$ 100.00	\$ 162.79	\$ 233.68	\$ 232.79	\$ 477.97	\$ 394.28
S&P 500 Index - Total Return.....	\$ 100.00	\$ 95.62	\$ 125.72	\$ 148.85	\$ 191.58	\$ 156.88
S&P Midcap 400 Index	\$ 100.00	\$ 88.92	\$ 112.21	\$ 127.54	\$ 159.12	\$ 138.34
S&P 400 Movies & Entertainment Index.....	\$ 100.00	\$ 110.47	\$ 129.78	\$ 81.53	\$ 80.94	\$ 113.24

Note: Data complete through last fiscal year. Prepared by Zacks Investment Research, Inc. Used with permission. All rights reserved. Copyright 1980-2023.

Index Data: Copyright Standard and Poor's Inc. Used with permission. All rights reserved.

Unregistered Sales of Equity Securities

There were no unregistered sales of equity securities by us during the year ended December 31, 2022.

Purchases of Equity Securities by the Issuer

The following table sets forth information with respect to shares of our common stock purchased by us during the periods indicated:

Period Beginning	Period Ended	Total Number of Shares Purchased ⁽¹⁾⁽²⁾	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽²⁾	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs ⁽²⁾
October 1, 2022	October 31, 2022	1,214,882	\$ 50.11	1,214,882	\$ 66,064,240
November 1, 2022	November 30, 2022	173,419	\$ 57.59	167,886	\$ 56,372,461
December 1, 2022.....	December 31, 2022	448	\$ 54.16	—	\$ 56,372,461
Total		<u>1,388,749</u>		<u>1,382,768</u>	\$ 56,372,461

- (1) Except for the 1,382,768 shares of our common stock repurchased as described in footnote (2) below, all other purchases were made pursuant to our Omnibus Incentive Plan, under which participants may satisfy tax withholding obligations incurred upon the vesting of restricted stock by requesting that we withhold shares with a value equal to the amount of the withholding obligation.
- (2) Our Board of Directors previously authorized a share repurchase program of up to \$250.0 million of our common stock (the "Share Repurchase Program"). Under the Share Repurchase Program, we are authorized to repurchase shares through open market purchases, privately-negotiated transactions or otherwise in accordance with applicable federal securities laws, including through Rule 10b5-1 trading plans and under Rule 10b-18 of the Exchange Act. Pursuant to the Share Repurchase Program, during the quarter ended December 31, 2022, we repurchased a total of 1,382,768 shares of common stock at a total cost of approximately \$70.6 million, leaving approximately \$56.4 million available under the Share Repurchase Program as of December 31, 2022. All of the common stock is held as treasury shares as of December 31, 2022. The number of shares to be purchased and the timing of purchases will be based on our trading windows and available liquidity, general business and market conditions and other factors, including legal requirements and alternative opportunities. See Note 19—Stockholders' Deficit in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further information on the Share Repurchase Program.

Item 6. [Reserved]

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

References to our “theme parks” or “parks” in the discussion that follows includes all of our separately gated parks. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs and involve numerous risks and uncertainties, including but not limited to those described in the “Risk Factors” section of this Annual Report on Form 10-K. Actual results may differ materially from those contained in any forward-looking statements. You should carefully read “Special Note Regarding Forward-Looking Statements” and “Risk Factors” included elsewhere in this Annual Report on Form 10-K.

Introduction

The following discussion and analysis is intended to facilitate an understanding of our business and results of operations and should be read in conjunction with our historical consolidated financial statements and the notes thereto in the “Financial Statements and Supplementary Data” section included elsewhere in this Annual Report on Form 10-K. The discussion which follows consists of the following sections:

- *Business Overview*: Provides an overview of the business.
- *Recent Developments*: Provides a discussion concerning recent developments which have impacted the business.
- *Principal Factors and Trends Affecting our Results of Operations*: Provides a discussion concerning the principal factors and trends affecting our results of operations, including a discussion relating to revenue, attendance, costs and expenses and seasonality.
- *Results of Operations*: Provides a discussion of our operating results and applicable year-to-year comparisons.
- *Liquidity, Capital Resources and Indebtedness*: Provides a discussion of our cash flows, sources and uses of cash, commitments, capital resources and indebtedness as of December 31, 2022.
- *Critical Accounting Policies and Estimates*: Provides a discussion of our critical accounting policies which require the exercise of judgement and the use of estimates.

Management’s discussion and analysis relating to the fiscal year ended December 31, 2021 and the applicable year-to-year comparisons to the fiscal year ended December 31, 2020 are not included in this Annual Report on Form 10-K but can be found in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, which specific discussion is incorporated herein by reference.

Business Overview

We are a leading theme park and entertainment company providing experiences that matter and inspiring guests to protect animals and the wild wonders of our world. We own or license a portfolio of recognized brands, including SeaWorld, Busch Gardens, Aquatica, Discovery Cove and Sesame Place. Over our more than 60-year history, we have developed a diversified portfolio of 12 differentiated theme parks that are grouped in key markets across the United States. Many of our theme parks showcase our one-of-a-kind zoological collection and feature a diverse array of both thrill and family-friendly rides, educational presentations, shows and/or other attractions with broad demographic appeal which deliver memorable experiences and a strong value proposition for our guests.

Recent Developments

See the discussion under “Recent Developments” in the “Business” section included elsewhere in this Annual Report on Form 10-K, which includes a discussion relating to the impact of the global COVID-19 pandemic on our business. For other factors concerning the current operating environment and the COVID-19 pandemic, see the “Risk Factors” section of this Annual Report on Form 10-K, including “The COVID-19 pandemic has disrupted our business and could adversely affect our results of operations and/or various other factors beyond our control could materially adversely affect our financial condition and results of operations”, and “If we fail to hire and/or retain employees, our business may be adversely affected”.

Regulatory Developments

See the discussion of relevant regulatory developments under “Recent Regulatory Developments” in the “Business” section included elsewhere in this Annual Report on Form 10-K. For a discussion of certain risks associated with federal and state regulations governing the treatment of animals, see the “Risk Factors” section included elsewhere in this Annual Report on Form 10-K, including “Risks Related to Our Business and Our Industry—We are subject to complex federal and state regulations governing the treatment of animals, which can change, and to claims and lawsuits by activist groups before government regulators and in the courts.”

Principal Factors and Trends Affecting Our Results of Operations

Revenues

Our revenues are driven primarily by attendance in our theme parks and the level of per capita spending for admission and per capita spending for food and beverage, merchandise and other in-park products. We define attendance as the number of guest visits. Attendance drives admissions revenue as well as total in-park spending. Admissions revenue primarily consists of single-day tickets, annual passes (which generally expire after a 12-month term), season passes (including our fun card products and, collectively with annual passes, referred to as “passes” or “season passes”) or other multi-day or multi-park admission products. Revenue from these admissions products are generally recognized based on attendance. Certain pass products are purchased through monthly installment arrangements which allow guests to pay over the product’s initial commitment period. Once the initial commitment period is reached, some of these products transition to a month-to-month basis providing these guests access to specific parks on a monthly basis with related revenue recognized monthly, while others can renew for a full commitment period.

Total revenue per capita, defined as total revenue divided by total attendance, consists of admission per capita and in-park per capita spending:

- *Admission Per Capita.* We calculate admission per capita as total admissions revenue divided by total attendance. Admission per capita is primarily driven by ticket pricing, the admissions product mix (including the impact of pass visitation rates), and the park attendance mix, among other factors. The admissions product mix, also referred to as the attendance or visitation mix, is defined as the mix of attendance by ticket category such as single day, multi-day, annual/season passes or complimentary tickets and can be impacted by the mix of guests as domestic and international guests generally purchase higher admission per capita ticket products than local guests. A higher mix of complimentary tickets will lower admissions per capita. Pass visitation rates are the number of visits per pass. A higher number of visits per pass would yield a lower admissions per capita as the revenue is recognized over more visits. The park attendance mix is defined as the mix of theme parks visited and can impact admission per capita based on the theme park’s respective pricing which, on average, is lower for our water parks compared to our other theme parks.
- *In-Park Per Capita Spending.* We calculate in-park per capita spending as total food, merchandise and other revenue divided by total attendance. Food, merchandise and other revenue primarily consists of food and beverage, retail, merchandise, parking, other in-park products, and other miscellaneous revenue, including revenue from our international agreements and online transaction fees, not necessarily generated in our parks, which is not significant in the periods presented. In-park per capita spending is primarily driven by pricing, product offerings, the mix of guests (as domestic and international guests typically generate higher in-park per capita spending than local guests or pass holders), guest penetration levels (percentage of guests purchasing) and the mix of in-park spending, among other factors.

Total revenue per capita, admissions per capita and in-park per capita spending are key performance metrics that we use to assess the operating performance of our parks on a per attendee basis and to make strategic operating decisions. We believe the presentation of these performance metrics is useful and relevant for investors as it provides investors the ability to review operating performance in the same manner as our management and provides investors with a consistent methodology to analyze revenue between periods on a per attendee basis. In addition, investors, lenders, financial analysts and rating agencies have historically used similar per-capita related performance metrics to evaluate companies in the industry.

See further discussion in the “*Results of Operations*” section which follows and in Note 2–Summary of Significant Accounting Policies to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. For other factors affecting our revenues, see the “*Risk Factors*” section of this Annual Report on Form 10-K.

Attendance

The level of attendance in our theme parks is generally a function of many factors, including affordability, the opening of new attractions and shows, competitive offerings, weather, marketing and sales efforts, awareness and type of ticket and park offerings, travel patterns of both our domestic and international guests, fluctuations in foreign exchange rates and global and regional economic conditions, consumer confidence, the external perceptions of our brands and reputation, industry best practices and perceptions as to safety. The external perceptions of our brands and reputation have at times impacted relationships with some of our business partners, including certain ticket resellers that have terminated relationships with us and other zoological-themed attractions.

We believe the level of attendance in our theme parks, including the mix of attendance from certain markets and certain guests has been and/or could be impacted by public concerns over the COVID-19 pandemic, the number of reported local cases of COVID-19, domestic and international travel restrictions, federal, state and local regulations related to public places, limits on social gatherings, the availability and/or effectiveness of vaccines, boosters and/or medications for adults and children, and overall public safety sentiment. We continuously monitor factors impacting our attendance, making strategic operations, marketing and sales adjustments as necessary.

As approved vaccines and/or boosters continue to be distributed, the operating environment has improved and COVID-19 related capacity limitations have been eliminated; however, there can be no certainty of the extent and effectiveness of the vaccines and/or boosters or how they will impact these factors and others, including domestic or international travel, group events and group-related attendance, public opinion concerning social gatherings, consumer behavior or federal, state and local regulations related to health protocols, capacity limitations and social gatherings. See the “*Risk Factors*” section of this Annual Report on Form 10-K for further discussion.

See discussion on seasonality of our attendance in the “*Seasonality*” section which follows.

Costs and Expenses

Historically, the principal costs of our operations are employee wages and benefits, driven partly by staffing levels, advertising, maintenance, animal care, utilities, property taxes and insurance. Factors that affect our costs and expenses include fixed operating costs, competitive wage pressures including minimum wage legislation, commodity prices, costs for construction, repairs and maintenance, park operating hours, new parks and/or incremental operating days, new and/or enhanced events, attendance levels, supply chain issues, and inflationary pressures, among other factors. The mix of products sold compared to the prior year period can also impact our costs as retail products generally have a higher cost of sales component than our food and beverage or other in-park offerings.

We have a dedicated team of employees and consultants focused on reducing costs and improving operating margins and streamlining our labor structure to better align with our strategic business objectives. We have spent significant time reviewing our operations and have identified meaningful cost savings opportunities, including technology initiatives, which we believe will further strengthen our business and, in some instances, improve guest experiences.

For other factors affecting our costs and expenses, see “*Current Operating Environment*” in the “*Business*” section and the “*Risk Factors*” section included elsewhere in this Annual Report on Form 10-K.

We make annual investments to support and improve our existing theme park facilities and attractions. Maintaining and improving our theme parks, as well as opening new attractions, is critical to remain competitive, grow revenue, and increase our guests’ length of stay. For further discussion of our new and planned attractions, see “*Capital Improvements*” in the “*Business*” section included elsewhere in this Annual Report on Form 10-K.

Seasonality

The theme park industry is seasonal in nature. Historically, we generate the highest revenues in the second and third quarters of each year, in part because seven of our theme parks were historically only open for a portion of the year. As a result, approximately two-thirds of our attendance and revenues were historically generated in the second and third quarters of the year and we generally incurred a net loss in the first and fourth quarters. The percent mix of revenues by quarter is relatively constant each year, but revenues can shift between the first and second quarters due to the timing of Easter and spring break holidays and between the first and fourth quarters due to the timing of holiday breaks around Christmas and New Year. Even for our theme parks which have historically been open year-round, attendance patterns have significant seasonality, driven by holidays, school vacations and weather conditions. Changes in school calendars that impact traditional school vacation breaks and/or start dates could also impact attendance patterns.

Any changes to the operating schedule of a park such as increasing operating days for our historically seasonal parks, could change the impact of seasonality in the future. In the year ended December 31, 2022, we opened our Sesame Place San Diego park which has been, and is expected to continue to be, open more operating days than the Aquatica San Diego park it replaced, particularly in the first and fourth quarters of the year. Additionally, during the year ended December 31, 2021, we began year-round operations at our SeaWorld park in Texas and began to strategically add additional operating days at both our Busch Gardens park in Virginia and our Sesame Place park in Pennsylvania. Incremental operating days generally are expected to drive incremental attendance and revenue.

See “*Risk Factors*” section included elsewhere in this Annual Report on Form 10-K for further discussion of the adverse impacts of the COVID-19 pandemic on our business and financial performance.

Results of Operations

The following discussion provides an analysis of our operating results for the years ended December 31, 2022 and 2021. Our results for the year ended December 31, 2022 are not directly comparable to the year ended December 31, 2021 primarily due to COVID-19 related impacts including a temporary park closure and capacity limitations at some of our parks in 2021.

See "Business", "Risk Factors" and "Attendance" sections included elsewhere in this Annual Report on Form 10-K for further discussion of the adverse impacts of the COVID-19 pandemic on our business.

Comparison of the Years Ended December 31, 2022 and 2021

The following data should be read in conjunction with our consolidated financial statements and the notes thereto included elsewhere in this Annual Report on Form 10-K. The following table presents key operating and financial information for the years ended December 31, 2022 and 2021:

	For the Year Ended December 31,		Variance	
	2022	2021	#	%
<i>(In thousands, except per capita data and %)</i>				
Selected Statements of Comprehensive Net Income Data:				
Net revenues:				
Admissions.....	\$ 965,232	\$ 851,891	\$ 113,341	13.3%
Food, merchandise and other	766,005	651,839	114,166	17.5%
Total revenues	<u>1,731,237</u>	<u>1,503,730</u>	<u>227,507</u>	15.1%
Costs and expenses:				
Cost of food, merchandise and other revenues	135,217	114,287	20,930	18.3%
Operating expenses (exclusive of depreciation and amortization shown separately below).....	735,687	622,419	113,268	18.2%
Selling, general and administrative expenses	200,074	184,871	15,203	8.2%
Severance and other separation costs.....	108	1,531	(1,423)	(92.9%)
Depreciation and amortization.....	152,620	148,660	3,960	2.7%
Total costs and expenses.....	<u>1,223,706</u>	<u>1,071,768</u>	<u>151,938</u>	14.2%
Operating income.....	507,531	431,962	75,569	17.5%
Other expense, net.....	(43)	144	(187)	NM
Interest expense.....	117,501	116,642	859	0.7%
Loss on early extinguishment of debt and write-off of discounts and debt issuance costs	—	58,827	(58,827)	NM
Income before income taxes	390,073	256,349	133,724	52.2%
Provision for (benefit from) income taxes.....	98,883	(164)	99,047	NM
Net income	<u>\$ 291,190</u>	<u>\$ 256,513</u>	<u>\$ 34,677</u>	13.5%
Other data:				
Attendance	<u>21,939</u>	<u>20,203</u>	<u>1,736</u>	8.6%
Total revenue per capita.....	<u>\$ 78.91</u>	<u>\$ 74.43</u>	<u>\$ 4.48</u>	6.0%
Admission per capita	<u>\$ 44.00</u>	<u>\$ 42.17</u>	<u>\$ 1.83</u>	4.3%
In-park per capita spending.....	<u>\$ 34.91</u>	<u>\$ 32.26</u>	<u>\$ 2.65</u>	8.2%

NM-Not meaningful

Admissions revenue. Admissions revenue for the year ended December 31, 2022 increased \$113.3 million, or 13.3%, to \$965.2 million as compared to \$851.9 million for the year ended December 31, 2021. The improvement was a result of an increase in attendance of 1.7 million guests, or 8.6%, and an increase in admission per capita. Attendance benefitted primarily from an increase in demand predominantly resulting from a return to more normalized operations when compared to 2021, which included COVID-19 related impacts including limited operating days, a temporary park closure, capacity limitations at some of our parks and more severe restrictions on international travel. Attendance during 2022 was also unfavorably impacted by adverse weather. We estimate that adverse weather, including the impact of Hurricanes Ian and Nicole, contributed to a decline of approximately 655,000 guests during the year. Admission per capita increased by 4.3% to \$44.00 in 2022 compared to \$42.17 in 2021. Admission per capita increased primarily due to the realization of higher prices in our admission products resulting from our strategic pricing efforts, which was partially offset by the net impact of the admissions product mix when compared to 2021.

Food, merchandise and other revenue. Food, merchandise and other revenue for the year ended December 31, 2022 increased \$114.2 million, or 17.5% to \$766.0 million as compared to \$651.8 million for the year ended December 31, 2021. The increase results from improved in-park per capita spending along with the increase in attendance discussed above. In-park per capita spending increased by 8.2%, to \$34.91 in 2022 from \$32.26 in 2021. In park per capita spending improved due to a combination of factors including, pricing initiatives, improved product quality and mix and the impact of new, enhanced and/or expanded in-park offerings when compared to 2021. In-park per capita spending was also unfavorably impacted by less than optimal staffing during certain times of the year, which impacted our ability to fully operate and/or open some of our food and beverage and retail outlets.

Costs of food, merchandise and other revenues. Costs of food, merchandise and other revenues for the year ended December 31, 2022 increased \$20.9 million, or 18.3%, to \$135.2 million as compared to \$114.3 million for the year ended December 31, 2021. The increase primarily relates to inflationary pressures along with the increase in attendance as discussed above. These costs represent 17.7% and 17.5% of related revenue for the years ended December 31, 2022 and 2021, respectively. The increase as a percent of related revenue partly relates to the impact of inflationary pressures which were partially offset by higher realized prices on some of our in-park products and the impact of sourcing cost savings initiatives.

Operating expenses. Operating expenses for the year ended December 31, 2022 increased by \$113.3 million, or 18.2% to \$735.7 million as compared to \$622.4 million for the year ended December 31, 2021. Operating expenses in 2021 were impacted by limited operating days, a temporary park closure and capacity limitations due to the COVID-19 pandemic. As a result, the increase in operating expenses in 2022 primarily results from an increase in labor-related costs and other operating costs due to a return to more normalized operations and an increase in attendance. Operating expenses were also impacted by inflationary pressures, partially offset by the impact of structural cost savings initiatives when compared to 2021. Operating expenses as a percent of revenue were 42.5% for the year ended December 31, 2022 and 41.4% for the year ended December 31, 2021.

Selling, general and administrative expenses. Selling, general and administrative expenses for the year ended December 31, 2022 increased by \$15.2 million, or 8.2% to \$200.1 million as compared to \$184.9 million for the year ended December 31, 2021. The increase is primarily due to increased marketing-related costs and increased third-party consulting costs, partially offset by a decrease in non-cash equity compensation expense and the impact of cost savings and efficiency initiatives. Selling, general and administrative expenses as a percent of revenue were 11.6% for the year ended December 31, 2022 and 12.3% for the year ended December 31, 2021.

Depreciation and amortization. Depreciation and amortization expense for the year ended December 31, 2022 increased by \$4.0 million, or 2.7% to \$152.6 million as compared to \$148.7 million for the year ended December 31, 2021. The increase primarily relates to new asset additions partially offset by the impact of asset retirements and fully depreciated assets.

Interest expense. Interest expense for the year ended December 31, 2022 increased \$0.9 million, or 0.7% to \$117.5 million as compared to \$116.6 million for the year ended December 31, 2021. The increase primarily relates to increased interest rates on variable rate debt, partially offset by the net impact of a lower average outstanding balance on our variable debt and lower interest on fixed debt as a result of the Refinancing Transactions. See Note 11—Long-Term Debt to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K and the “*Our Indebtedness*” section which follows for further details.

Loss on early extinguishment of debt and write-off of discounts and debt issuance costs. Loss on early extinguishment of debt and write-off of discounts and debt issuance costs for the year ended December 31, 2021 primarily relate to a write-off of discounts and debt issuance costs resulting from the Refinancing Transactions during the year ended December 31, 2021. See Note 11—Long-Term Debt to our consolidated financial statements included elsewhere in this Form 10-K and the “*Our Indebtedness*” section which follows for further details.

Provision for (benefit from) income taxes. Provision for income taxes was \$98.9 million compared to a benefit from income taxes of \$0.2 million in the years ended December 31, 2022 and 2021, respectively. Our consolidated effective tax rate was 25.3% for 2022 compared to -0.1% for 2021. The effective tax rate increased primarily due to non-cash valuation allowance adjustments on federal and state net operating loss carryforwards and federal tax credits during 2021, along with changes in state tax rates and impacts from equity-based compensation. See Note 13—Income Taxes in our notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details.

Liquidity and Capital Resources

Overview

Generally, our principal sources of liquidity are cash generated from operations, funds from borrowings and existing cash on hand. Our principal uses of cash typically include the funding of working capital obligations, debt service, investments in theme parks (including capital projects), share repurchases and/or other return of capital to stockholders, when permitted. As of December 31, 2022, we had a working capital ratio (defined as current assets divided by current liabilities) of 0.6. We typically have operated with a working capital ratio of less than 1 due to significant deferred revenue balance from revenues paid in advance for our theme park admissions products and high turnover of in-park products that result in limited inventory balances. Our cash flow from operations, along with our revolving credit facilities, have historically allowed us to meet our liquidity needs.

As market conditions warrant and subject to our contractual restrictions and liquidity position, we or our affiliates may from time to time purchase our outstanding equity and/or debt securities, including our outstanding bank loans in privately negotiated or open market transactions, by tender offer or otherwise. Any such purchases may be funded by incurring new debt, including additional borrowings under our Senior Secured Credit Facilities. Any new debt may also be secured debt. We may also use available cash on our balance sheet. The amounts involved in any such transactions, individually or in the aggregate, may be material. Further, since some of our debt may trade at a discount to the face amount among current or future syndicate members, any such purchases may result in our acquiring and retiring a substantial amount of any particular series, with the attendant reduction in the trading liquidity of any such series. Depending on conditions in the credit and capital markets and other factors, we will, from time to time, consider other financing transactions, the proceeds of which could be used to refinance our indebtedness or for other purposes.

Share Repurchases

See Note 19—Stockholders' Deficit in our notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further information on the Company's share repurchase programs.

Other

We believe that existing cash and cash equivalents, cash flow from operations and available borrowings under our revolving credit facility will be adequate to meet the capital expenditures, debt service obligations, and working capital requirements of our operations for at least the next 12 months.

The following table presents a summary of our cash flows provided by (used in) operating, investing and financing activities for the periods indicated:

	For the Year Ended December 31,		
	2022	2021	2020
		(In thousands)	
Net cash provided by (used in) operating activities	\$ 564,588	\$ 503,012	\$ (120,729)
Net cash used in investing activities	(200,705)	(128,854)	(109,175)
Net cash (used in) provided by financing activities	(726,049)	(364,897)	624,204
Net (decrease) increase in cash and cash equivalents, including restricted cash	<u>\$ (362,166)</u>	<u>\$ 9,261</u>	<u>\$ 394,300</u>

Cash Flows from Operating Activities

Net cash provided by operating activities was \$564.6 million during the year ended December 31, 2022 as compared to \$503.0 million during the year ended December 31, 2021. Net cash provided by operating activities was primarily impacted by improved operating performance, including increased sales of admission and other products.

Net cash provided by operating activities was \$503.0 million during the year ended December 31, 2021 as compared to net cash used in operating activities of \$120.7 million during the year ended December 31, 2020. Net cash provided by (used in) operating activities was primarily impacted by improved operating performance, including increased sales of admission and other products, partially offset by the impact of increased interest payments in the year ended December 31, 2021 when compared to the year ended December 31, 2020, which was impacted by the temporary park closures.

Cash Flows from Investing Activities

Investing activities consist principally of capital investments we make in our theme parks for future attractions and infrastructure. Net cash used in investing activities during the year ended December 31, 2022 consisted of capital expenditures of \$200.7 million largely related to future attractions (see further breakdown of capital expenditures in the table below). Net cash used in investing activities during the years ended December 31, 2021 and 2020 consisted of capital expenditures of \$128.9 million and \$109.2 million, respectively.

The following table presents detail of our capital expenditures for the periods indicated:

	For the Year Ended December 31,		
	2022	2021	2020
Capital Expenditures:	<i>(Unaudited, in thousands)</i>		
Core ^(a)	\$ 137,370	\$ 69,402	\$ 94,671
Expansion/ROI projects ^(b)	63,335	59,452	14,504
Capital expenditures, total.....	<u>\$ 200,705</u>	<u>\$ 128,854</u>	<u>\$ 109,175</u>

(a) Reflects capital expenditures for park rides, attractions and maintenance activities.

(b) Reflects capital expenditures for park expansion, new properties, or other revenue and/or expense return on investment (“ROI”) projects.

The amount of our capital expenditures may be affected by general economic and financial conditions, among other things, including restrictions imposed by our borrowing arrangements. We generally expect to fund our capital expenditures through our operating cash flow. Due to the COVID-19 pandemic, which materially impacted our operating cash flow in 2020, we took proactive measures starting in March 2020 relating to our capital expenditures including delaying the opening of certain new rides to 2022 which were originally scheduled to open in 2020.

Cash Flows from Financing Activities

Net cash used in financing activities during the year ended December 31, 2022 results primarily from \$693.6 million used to repurchase shares and the payment of tax withholdings on equity-based compensation through shares withheld of \$22.5 million.

Net cash used in financing activities during the year ended December 31, 2021 results primarily from \$215.7 million used to repurchase shares, net debt repayments of \$133.8 million, which includes the Refinancing Transactions and payments on the Second-Priority Senior Secured Notes, and the payment of tax withholdings on equity-based compensation through shares withheld of \$14.5 million. The Refinancing Transactions primarily consisted of \$1,934.6 million in repayments of our then outstanding Term B-5 Loans and Second-Priority Senior Secured Notes, approximately \$34.3 million related to a premium paid for redemption of our Second-Priority Senior Secured Notes, and approximately \$23.3 million in debt issuance costs partially offset by net proceeds from our Term B Loans and the Senior Notes of \$1,922.2 million.

Net cash provided by financing activities during the year ended December 31, 2020 results primarily from net proceeds from our First-Priority Senior Secured Notes and our Second-Priority Senior Secured Notes offering of \$713.7 million, partially offset by net repayments on our revolving credit facility of \$50.0 million, repayments of \$15.5 million on our long-term debt, \$12.4 million used to repurchase shares early in the first quarter of 2020 and \$7.5 million of debt issuance costs paid in connection with the issuance of the First-Priority Senior Secured Notes and Second-Priority Senior Secured Notes, and as a result of amendments to our senior secured credit facilities.

See Note 11—Long-Term Debt and Note 19—Stockholders' Deficit to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details.

Our Indebtedness

We are a holding company and conduct our operations through our subsidiaries, which have incurred or guaranteed indebtedness as described below. As of December 31, 2022, our indebtedness consisted of senior secured credit facilities, 8.75% first-priority senior secured notes (the “First-Priority Senior Secured Notes”) and 5.25% senior notes due 2029 (the “Senior Notes”).

See discussion which follows and Note 11—Long-Term Debt to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details related to our indebtedness and related debt transactions.

Senior Secured Credit Facilities

SeaWorld Parks & Entertainment, Inc. (“SEA”) is the borrower under the senior secured credit facilities, as amended and restated pursuant to a credit agreement (the “Amended and Restated Credit Agreement”) dated August 25, 2021 (the “Senior Secured Credit Facilities”).

As of December 31, 2022, our Senior Secured Credit Facilities consisted of \$1.185 billion in Term B Loans, which will mature in August 2028, along with a \$390.0 million Revolving Credit Facility, which had no amounts outstanding as of December 31, 2022 and will mature in August 2026. As of December 31, 2022, SEA had approximately \$18.4 million of outstanding letters of credit, leaving approximately \$371.6 million available for borrowing under the Revolving Credit Facility. Subsequent to December 31, 2022, SEA borrowed \$20.0 million on the Revolving Credit Facility for general working capital purposes.

Senior Notes and First-Priority Senior Secured Notes

As of December 31, 2022, SEA had outstanding \$725.0 million in aggregate principal amount of Senior Notes due on August 15, 2029 and \$227.5 million in aggregate principal amount of First-Priority Senior Secured Notes, due on May 1, 2025.

Covenant Compliance

As of December 31, 2022, we were in compliance with all covenants in the credit agreement governing the Senior Secured Credit Facilities and the indentures governing our Senior Notes and First-Priority Senior Secured Notes. See Note 11—Long-Term Debt to our consolidated financial statements for further details relating to our restrictive covenants.

Adjusted EBITDA

We define Adjusted EBITDA as net income (loss) plus (i) income tax provision (benefit), (ii) loss on extinguishment of debt, (iii) interest expense, consent fees and similar financing costs, (iv) depreciation and amortization, (v) equity-based compensation expense, (vi) certain non-cash charges/credits including those related to asset disposals and self-insurance reserve adjustments, (vii) certain business optimization, development and strategic initiative costs, (viii) merger, acquisition, integration and certain investment costs, and (ix) other nonrecurring costs including incremental costs associated with the COVID-19 pandemic or similar unusual events.

Under the credit agreement governing the Senior Secured Credit Facilities and the indentures governing our Senior Notes and First-Priority Senior Secured Notes (collectively, the “Debt Agreements”), our ability to engage in activities such as incurring additional indebtedness, making investments, refinancing certain indebtedness, paying dividends and entering into certain merger transactions is governed, in part, by our ability to satisfy tests based on Covenant Adjusted EBITDA as defined in the Debt Agreements (“Covenant Adjusted EBITDA”).

Covenant Adjusted EBITDA is defined as Adjusted EBITDA plus certain other items as defined in the Debt Agreements, including estimated cost savings among other adjustments. Cost savings represent annualized estimated savings expected to be realized over the following 24 month period related to certain specified actions including restructurings and cost savings initiatives, net of actual benefits realized during the last twelve months. Other adjustments include (i) recruiting and retention costs, (ii) public company compliance costs, (iii) litigation and arbitration costs, and (iv) other costs and adjustments as permitted by the Debt Agreements.

We believe that the presentation of Adjusted EBITDA is appropriate as it eliminates the effect of certain non-cash and other items not necessarily indicative of a company’s underlying operating performance. We use Adjusted EBITDA in connection with certain components of our executive compensation program. In addition, investors, lenders, financial analysts and rating agencies have historically used EBITDA related measures in our industry, along with other measures, to estimate the value of a company, to make informed investment decisions and to evaluate companies in the industry. In addition, we believe the presentation of Covenant Adjusted EBITDA for the last twelve months is appropriate as it provides additional information to investors about the calculation of, and compliance with, certain financial covenants in the Debt Agreements. See Note 11—Long-Term Debt to our consolidated financial statements for further details relating to our restrictive covenants.

Adjusted EBITDA and Covenant Adjusted EBITDA are not recognized terms under accounting principles generally accepted in the United States of America (“GAAP”), should not be considered in isolation or as a substitute for a measure of our financial performance prepared in accordance with GAAP and are not indicative of income or loss from operations as determined under GAAP. Adjusted EBITDA, Covenant Adjusted EBITDA and other non-GAAP financial measures have limitations which should be considered before using these measures to evaluate our financial performance. Adjusted EBITDA and Covenant Adjusted EBITDA as presented by us, may not be comparable to similarly titled measures of other companies due to varying methods of calculation.

The following table reconciles Adjusted EBITDA and Covenant Adjusted EBITDA to net income (loss) for the periods indicated:

	For the Year Ended December 31,		
	2022	2021 <i>(In thousands)</i>	2020
Net income (loss).....	\$ 291,190	\$ 256,513	\$ (312,321)
Provision for (benefit from) income taxes.....	98,883	(164)	(30,525)
Loss on early extinguishment of debt and write-off of discounts and debt issuance costs ^(a)	—	58,827	—
Interest expense.....	117,501	116,642	100,907
Depreciation and amortization.....	152,620	148,660	150,546
Equity-based compensation expense ^(b)	19,757	41,018	7,467
Loss on impairment or disposal of assets and certain non-cash expenses ^(c)	14,218	7,099	7,187
Business optimization, development and strategic initiative costs ^(d)	19,846	8,759	7,268
Certain investment costs and other taxes.....	1,128	830	1,044
COVID-19 related incremental costs ^(e)	6,689	22,562	8,808
Other adjusting items ^(f)	6,413	1,302	(13,567)
Adjusted EBITDA ^(g)	<u>728,245</u>	<u>662,048</u>	<u>(73,186)</u>
<i>Items added back to Covenant Adjusted EBITDA as defined in the Debt Agreements:</i>			
Estimated cost savings ^(h)	1,600	7,100	—
Other adjustments as defined in the Debt Agreements ⁽ⁱ⁾	10,877	19,990	(i)
Covenant Adjusted EBITDA ⁽ⁱ⁾	<u>\$ 740,722</u>	<u>\$ 689,138</u>	<u>\$ (73,186)</u>

(a) Reflects a loss on early extinguishment of debt and write-off of discounts and debt issuance costs associated with the Refinancing Transactions in 2021. See Note 11—Long-Term Debt to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details.

(b) Reflects non-cash equity compensation expenses and related payroll taxes associated with the grants of equity-based compensation. For the year ended December 31, 2021, includes equity compensation expense related to certain performance vesting restricted awards which were previously not considered probable of vesting. For the year ended December 31, 2020, includes a reversal of equity compensation for certain performance vesting restricted units which, at the time, were no longer considered probable of vesting. See Note 18—Equity Based Compensation to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details.

(c) Reflects primarily non-cash expenses related to asset write-offs and costs related to certain rides and equipment which were removed from service. See Note 8—Property and Equipment, Net, to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details. For the year ended December 31, 2022 also includes approximately \$6.5 million related to non-cash self-insurance reserve adjustments.

(d) For the year ended December 31, 2022, reflects business optimization, development and other strategic initiative costs primarily related to: (i) \$9.9 million of third-party consulting costs and (ii) \$8.8 million of other business optimization costs and strategic initiative costs.

For the year ended December 31, 2021, reflects business optimization, development and other strategic initiative costs primarily related to: (i) \$4.2 million of third-party consulting costs; (ii) \$3.1 million of other business optimization costs and strategic initiative costs and (iii) \$1.5 million of severance and other separation costs associated with positions eliminated.

For the year ended December 31, 2020, reflects business optimization, development and other strategic initiative costs primarily related to: (i) \$3.1 million of third party consulting costs and (ii) \$2.8 million of severance and other separation costs primarily related to a restructuring program in 2020.

(e) For the year ended December 31, 2022, primarily reflects costs associated with certain legal matters related to the temporary COVID-19 park closures.

For the year ended December 31, 2021, includes approximately \$11.9 million of nonrecurring contractual liabilities and legal costs impacted by the temporary COVID-19 park closures and approximately \$9.0 million of incremental temporary labor-related costs incurred to prepare and staff the parks and other incremental, nonrecurring, temporary incentives paid to attract employees to return to or remain in the workforce during the COVID-19 related environment.

For the year ended December 31, 2020, primarily includes incremental labor-related costs to prepare and operate the parks with enhanced safety measures, incremental third-party consulting costs primarily related to our COVID-19 response and safety communication strategies, contract termination or modification costs related to impacts from the temporary COVID-19 park closures, legal costs related to COVID-19 related matters, and temporary or initial purchases of safety monitoring and personal protective equipment. These costs were included with other adjusting items in the Adjusted EBITDA calculation previously reported for the year ended December 31, 2020 and have been reclassified to COVID-19 related incremental costs above to conform with the current year presentation.

- (f) Reflects the impact of expenses, net of insurance recoveries and adjustments, incurred primarily related to certain matters, which we are permitted to exclude under the credit agreement governing our Senior Secured Credit Facilities due to the unusual nature of the items. For the year ended December 31, 2022, includes approximately \$3.6 million related to a legal settlement.

For the year ended December 31, 2020, includes approximately \$16.9 million of legal settlement proceeds partially offset by approximately \$3.3 million in other legal fees. The legal settlement proceeds received in 2020 relate to the following: (i) \$12.5 million of insurance proceeds related to a legal settlement gain as previously disclosed and (ii) \$4.4 million related to the return of funds previously paid for a legal settlement.

See Note 15—Commitments and Contingencies in our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details.

- (g) Adjusted EBITDA is defined as net income (loss) before income tax expense, interest expense, depreciation and amortization, as further adjusted to exclude certain non-cash, and other items as described above.
- (h) Our Debt Agreements, which were effective for the years ended December 31, 2022 and 2021, permit the calculation of certain covenants to be based on Covenant Adjusted EBITDA, as defined above, for the last twelve-month period further adjusted for net annualized estimated savings we expect to realize over the following 24-month period related to certain specified actions, including restructurings and cost savings initiatives. These estimated savings are calculated net of the amount of actual benefits realized during such period. These estimated savings are a non-GAAP Adjusted EBITDA add-back item only as defined in the Debt Agreements and does not impact our reported GAAP net income (loss).

For the year ended December 31, 2020, the estimated cost savings calculation was based on annualized estimated savings we expected to realize over the following 18-month period related to certain specified actions, including restructurings and cost savings initiatives. These estimated savings were calculated net of the amount of actual benefits realized during such period and were limited to 25% of Adjusted EBITDA, calculated for the last twelve months before the impact of these estimated cost savings.

- (i) The Debt Agreements, which were effective for the years ended December 31, 2022 and 2021, permit our calculation of certain covenants to be based on Covenant Adjusted EBITDA as defined above, for the last twelve-month period further adjusted for certain costs as permitted by the Debt Agreements including recruiting and retention expenses, public company compliance costs and litigation and arbitration costs, if any. Prior to the Debt Agreements, these costs were not permitted adjustments in the calculation, as such, these adjustments are not applicable to year ended December 31, 2020.
- (j) Covenant Adjusted EBITDA is defined in the Debt Agreements as Adjusted EBITDA for the last twelve-month period further adjusted for net annualized estimated savings among other adjustments as described in footnotes (h) and (i) above.

Contractual Obligations

We had no off-balance sheet arrangements as of December 31, 2022. The following table summarizes our principal contractual obligations as of December 31, 2022:

	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
	<i>(In thousands)</i>				
Long-term debt (including current portion) ^(a)	\$ 2,137,500	\$ 12,000	\$ 251,500	\$ 24,000	\$ 1,850,000
Interest on long-term debt ^(b)	805,781	149,947	285,629	250,190	120,015
Operating and finance leases ^(c)	287,399	23,994	24,458	22,881	216,066
Purchase obligations, license commitments and other ^(d) ..	232,845	154,995	70,650	2,400	4,800
Total contractual obligations	<u>\$ 3,463,525</u>	<u>\$ 340,936</u>	<u>\$ 632,237</u>	<u>\$ 299,471</u>	<u>\$ 2,190,881</u>

- (a) Represents principal payments. See Note 11—Long-Term Debt to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details.
- (b) Includes amounts attributable to the Senior Secured Credit Facilities, Senior Notes and First-Priority Senior Notes calculated as of December 31, 2022 using certain assumptions. See Note 11—Long-Term Debt to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details.

- (c) Represents commitments under long-term operating and finance leases requiring annual minimum lease payments, primarily consisting of the lease for the land of our SeaWorld theme park in San Diego, California. Included in the less than 1 year column is approximately \$10.9 million in deferred rent payments and certain fees related to the land lease, which is accrued as of December 31, 2022. See Note 14—Leases to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further details.
- (d) We have minimum purchase commitments with various vendors through 2031. Outstanding minimum purchase commitments consist primarily of capital expenditures related to future attractions, infrastructure enhancements for existing facilities and information technology products and services. Amounts have been calculated using early termination fees or non-cancelable minimum contractual obligations by period, as applicable, under contracts that were in effect as of December 31, 2022. In addition, in connection with the Sesame License Agreement we have made certain commitments, as a result, obligations related to this agreement are included in the table above. For further details, refer to Note 15—Commitments and Contingencies in our notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities, revenues and expenses, and disclosure of contingencies during the reporting period. Significant estimates and assumptions include the valuation and useful lives of long-lived assets, the accounting for income taxes, the accounting for self-insurance and revenue recognition. Actual results could differ from those estimates.

We believe that the following discussion addresses our critical accounting policies which require management's most difficult, subjective and complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. For more discussion of these and other significant accounting policies, refer to Note 2—Summary of Significant Accounting Policies in our notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Impairment of Long-Lived Assets

All long-lived assets are reviewed for impairment upon the occurrence of events or changes in circumstances that would indicate that the carrying value of the assets may not be recoverable. Assets are grouped and tested at the lowest level for which identifiable, independent cash flows are available. An impairment loss may be recognized when estimated undiscounted future cash flows expected to result from the use of the asset, including disposition, are less than the carrying value of the asset. The measurement of the impairment loss to be recognized is based upon the difference between the estimated fair value and the carrying amounts of the assets. Fair value is generally determined based upon a discounted cash flow analysis. If significant, certain impairment indicators may trigger an impairment review.

Accounting for Income Taxes

We are required to estimate income taxes in each of the jurisdictions in which we operate. This process involves estimating actual current tax exposure together with assessing temporary differences resulting from differing treatment of items, such as depreciation periods for property and equipment and deferred revenue, for tax and financial accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheets. We must then assess the likelihood that deferred tax assets (primarily net operating loss and charitable contribution carryforwards) will be recovered from future taxable income. To the extent that we believe that recovery is not more likely than not, a valuation allowance against those amounts is recorded. To the extent that we record a valuation allowance or a change in the valuation allowance during a period, we recognize these amounts as income tax expense or benefit in the consolidated statements of comprehensive income (loss). Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"), contains rules that limit the ability of a company that undergoes an ownership change, which is generally any change in ownership of more than 50% of its stock over a rolling three-year period, to utilize its net operating loss carryforwards in years after the ownership change. These rules generally operate by focusing on ownership shifts among stockholders owning directly or indirectly 5% or more of the stock of a company and any change in ownership arising from shares of stock sold by these same stockholders.

Significant management judgment is required in determining our provision or benefit for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against net deferred tax assets. Management has analyzed all available evidence, both positive and negative, using a more likely than not standard in assessing the need for a valuation allowance against its deferred income tax assets. This assessment considers, among other matters, the nature, frequency and severity of recent losses, forecast of future profitability, the duration of the statutory carryback and carryforward periods and tax planning alternatives. Forecasted financial performance is not used as evidence until such time as the Company has cumulative pretax income for a rolling 36-month period. The assumptions about future taxable income require the use of significant judgment and are consistent with the plans and estimates we use to manage the underlying business.

Through December 31, 2020, approximately \$65.6 million of valuation allowances were established for some of our deferred tax assets, which, based on our analysis at the time, we believed did not meet the “more likely than not” criteria and would expire before being realized in future periods. Based on our assessment of the realizability of our deferred tax assets during the year ended December 31, 2021, which included a review of current and forecasted financial performance as the Company was in a cumulative pretax income position, we believed that some of these deferred tax assets met the “more likely than not” criteria and will be realized in future periods before they expire. As a result, we reversed our valuation allowances by approximately \$60.8 million during the year ended December 31, 2021.

As of December 31, 2021, we had a valuation allowance of approximately \$4.8 million, net of federal tax benefit, on our deferred tax assets relating to state net operating losses, which we believed did not meet the “more likely than not” criteria and would expire before being realized in future periods. As of December 31, 2022, we have a valuation allowance of approximately \$4.6 million, net of federal tax benefit, on our deferred tax assets related to state net operating loss carryforwards.

Our valuation allowances, in part, rely on estimates and assumptions related to our future financial performance. Given the macroeconomic environment related to the COVID-19 pandemic and the uncertainties regarding the related impact on financial performance, our valuation allowances may need to be adjusted in the future.

For further details, also refer to Note 13–Income Taxes, in our notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Self-Insurance Reserves

Reserves are recorded for the estimated amounts of guest and employee claims and expenses incurred each period that are not covered by insurance. Reserves are established for both identified claims and incurred but not reported (“IBNR”) claims. Such amounts are accrued for when claim amounts become probable and estimable. Reserves for identified claims are based upon our own historical claims experience and third-party estimates of settlement costs. Reserves for IBNR claims are based upon our own claims data history, actuarially determined loss development factors and qualitative considerations such as claims management activities. All reserves are periodically reviewed for changes in facts and circumstances and adjustments are made as necessary.

Revenue Recognition

Admissions revenue primarily consists of single-day tickets, annual or season passes or other multi-day or multi-park admission products. Food, merchandise and other revenue primarily consists of food and beverage, retail, merchandise and other in-park products and also includes other miscellaneous revenue, which is not significant in the periods presented. For single-day tickets, we recognize revenue at a point in time, upon admission to the park, and for food and beverage, retail, merchandise and other in-park products we recognize revenue when the related products or services are received by our guests. For annual or season passes and multi-use admission products, revenue is deferred and recognized over the terms of the admission product based on estimated redemption rates for similar products and is adjusted periodically. We estimate redemption rates using historical and forecasted attendance trends by park for similar products. Attendance trends factor in seasonality and are adjusted based on actual trends periodically. These estimated redemption rates impact the timing of when revenue is recognized on these products. Actual results could materially differ from these estimates based on actual attendance patterns. Revenue is recognized on a pro-rata basis based on the estimated allocated selling price of the admission product. For pass products purchased on an installment plan that have met their initial commitment period and have transitioned to a month to month basis, monthly charges are recognized as revenue when payments are received each month, with the exception of payments received during the temporary park closures in 2020. For multi-day admission products, revenue is allocated based on the number of visits included in the pass and recognized ratably based on each admission into the theme park.

Certain admission products may also include bundled products at the time of purchase, such as food and beverage or merchandise items. We conduct an analysis of bundled products to identify separate distinct performance obligations that are material in the context of the contract. For those products that are determined to be distinct performance obligations and material in the context of the contract, we allocate a portion of the transaction price to each distinct performance obligation using each performance obligation’s standalone price. If the bundled product is related to a pass product and offered over time, revenue will be recognized over time accordingly.

For further details, also refer to Note 4–Revenues, in our notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Inflation

The impact of inflation has affected, and will continue to affect, our operations significantly. Our costs of food, merchandise and other revenues are influenced by inflation and fluctuations in global commodity prices. In addition, other costs such as costs of fuel, construction, repairs and maintenance, labor, freight, utilities and insurance are all subject to inflationary pressures. For further discussion, see the “*Risk Factors*” section included elsewhere in this Annual Report on Form 10-K.

Interest Rate Risk

We are exposed to market risks from fluctuations in interest rates, and to a lesser extent on currency exchange rates, from time to time, on imported rides and equipment. The objective of our financial risk management is to reduce the potential negative impact of interest rate and foreign currency exchange rate fluctuations to acceptable levels. We do not acquire market risk sensitive instruments for trading purposes.

Prior to 2021, we previously managed interest rate risk through the use of a combination of fixed-rate long-term debt and interest rate swaps that fixed a portion of our variable-rate long-term debt. In May 2020, our interest rate swap agreements expired, as such, we did not have any derivative instruments outstanding as of December 31, 2022, 2021 or 2020. We presently manage interest rate risk primarily by managing the amount, sources and duration of our debt funding. At December 31, 2022, approximately \$1.2 billion of our outstanding long-term debt represents variable-rate debt. Assuming an average balance on our revolving credit borrowings of approximately \$390.0 million, a hypothetical 100 bps increase in LIBOR would increase our annual interest expense by approximately \$15.8 million. Assuming no revolving credit borrowings, a hypothetical 100 bps increase in LIBOR would increase our annual interest expense by approximately \$11.9 million.

Item 8. Financial Statements and Supplementary Data

Our consolidated financial statements and the notes thereto are provided in Part IV, Item 15 of this Annual Report on Form 10-K.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Regulations under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), require public companies, including us, to maintain “disclosure controls and procedures,” which are defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act to mean a company’s controls and other procedures that are designed to ensure that information required to be disclosed in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required or necessary disclosures.

In designing and evaluating our disclosure controls and procedures, management recognizes that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. The design of any controls and procedures also is based on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Additionally, in designing disclosure controls and procedures, our management was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures.

Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures as of December 31, 2022. Based upon this evaluation, our management, including our principal executive officer and principal financial officer, have concluded that the disclosure controls and procedures were not effective as of the end of the period covered by this Annual Report on Form 10-K due to a material weakness in our internal control over financial reporting which was initially disclosed as of September 30, 2021 and described below.

Notwithstanding the above, the control deficiency did not result in a material misstatement of any of the Company’s annual or interim consolidated financial statements. Further, management believes and has concluded that the consolidated financial statements for the prior periods and included in this report fairly present, in all material respects, the Company’s financial position, results of operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States of America.

Management’s Report on Internal Control over Financial Reporting

As required by the SEC’s rules and regulations for the implementation of Section 404 of the Sarbanes-Oxley Act, our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our consolidated financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements in our consolidated financial statements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2022. In making these assessments, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework (2013). Based on our assessments and those criteria, management including our principal executive officer and principal financial officer, have concluded that a material weakness in our internal control over financial reporting, which was initially disclosed as of September 30, 2021, still exists as of December 31, 2022. The Company does not have sufficient policies and procedures related to certain Board oversight responsibilities of Board engagement within the Company’s control environment including delegation of authority. Accordingly, our principal executive officer and principal financial officer concluded that the Company did not maintain effective internal control over financial reporting as of December 31, 2022.

Changes in Internal Control over Financial Reporting

Regulations under the Exchange Act require public companies, including our Company, to evaluate any change in our “internal control over financial reporting” as such term is defined in Rule 13a-15(f) and Rule 15d-15(f) of the Exchange Act. There have been no changes in our internal control over financial reporting that occurred during the most recent quarter covered by this Annual Report that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, other than those disclosed in the status update section.

Status Update

Management and our Board of Directors are committed to remediating the above noted material weakness to address the deficiency within the control environment which resulted from a lack of sufficient policies and procedures surrounding the frequency, manner and extent in which Board members engage with management, resulting, in part, from increased Board engagement with management, as disclosed in Part I, Item 1, “*Current Operating Environment*” included elsewhere in this Annual Report on Form 10-K. As a result, management and the Board determined that it should establish and/or enhance additional policies and procedures relating to Board engagement and establish a process to evaluate adherence to these policies and procedures. Based upon a recommendation of the Audit Committee, the Board formed a committee (the “Committee”) and engaged independent consultants to advise the Committee and management as it relates to this deficiency to develop and execute on a remediation plan.

Management continues to perform ongoing risk assessments. As a result of these assessments, management and the Committee continue to identify actions to remediate the material weakness, including the following actions:

- Updated and further revising policies related to Board and management interactions and communications and the delegation of authority policy.
- Enhanced our evaluation of the control environment by increasing the frequency and updating the scope of the fraud risk assessment.
- Named a lead director whose responsibilities, amongst others, include acting as a liaison and monitoring the frequency, manner and extent of Board and management engagement.
- Implemented additional regular sessions between senior management and the Board.
- Increased testing of certain transactional and entity level controls.
- Initiated and conducted training and education for members of the Board and certain members of senior management regarding the internal control framework and corporate policies related to Board and management engagement.

Management will continue to perform ongoing risk assessment procedures, including continued enhancement, design and implementation of relevant controls, and will assess and test the effectiveness of these remediation efforts. As we continue to evaluate the effectiveness of the above remediation efforts, management may determine to take additional measures or to modify the remediation plan described above, which may require additional implementation time. The material weakness cannot be considered remediated until remediation efforts have operated for a sufficient period of time and management has concluded, that the material weakness has been resolved. We will continue to assess the effectiveness of our remediation efforts in connection with our evaluations of internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

The Company’s independent registered public accounting firm has issued a report on the Company’s internal control over financial reporting. This report appears on page F-4 in this Annual Report on Form 10-K.

Item 9B. Other Information

Not applicable.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III.

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item will be included in our definitive proxy statement to be filed not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K and is incorporated herein by reference.

Item 11. Executive Compensation

The information required by this item will be included in our definitive proxy statement to be filed not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table provides information about our Equity Compensation Plan as of December 31, 2022:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plan approved by security holders.....	513,712	\$ 39.75	7,288,426
Equity compensation plan not approved by security holders.....	—	—	—
Total.....	513,712	\$ 39.75	7,288,426

The remaining information required by this item will be included in our definitive proxy statement to be filed not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item will be included in our definitive proxy statement to be filed not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information required by this item will be included in our definitive proxy statement to be filed not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K and is incorporated herein by reference.

PART IV.

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this report:

1. Consolidated Financial Statements

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2. Financial Statement Schedules

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Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes herein.

3. Exhibits

See the Exhibit Index beginning on page 61.

Exhibit Index

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation of SeaWorld Entertainment, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on April 24, 2013 (File No. 001-35883))
3.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of SeaWorld Entertainment, Inc., effective June 15, 2016 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 17, 2016 (File No. 001-35883))
3.3	Third Amended and Restated Bylaws of SeaWorld Entertainment, Inc., effective June 14, 2017 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 16, 2017 (File No. 001-35883))
4.1	Description of the Registrant's Securities (incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 001-35883))
4.2	Indenture, dated as of April 30, 2020, among SeaWorld Parks & Entertainment, Inc., SeaWorld Entertainment, Inc., the other guarantors from time to time party thereto and Wilmington Trust, National Association, as trustee and collateral agent. (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on April 30, 2020 (File No. 001-35883))
4.3	First Supplemental Indenture, dated as of April 26, 2021, among SeaWorld Parks & Entertainment, Inc., SeaWorld Entertainment, Inc., the other guarantors from time to time party thereto and Wilmington Trust, National Association, as trustee for the 8.750% First-Priority Senior Secured Notes Due 2025 (incorporated by reference to Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q filed on May 7, 2021 (File No. 001-35883))
4.4	Indenture, dated as of August 25, 2021, by and among SeaWorld Parks & Entertainment, Inc., the guarantors party thereto, and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on August 26, 2021 (File No. 001-35883))
10.1	Restatement Agreement, dated as of August 25, 2021, by and among SeaWorld Parks & Entertainment, Inc., SeaWorld Entertainment, Inc., the subsidiary guarantors party thereto, the financial institutions list on the signature pages thereto, J.P. Morgan Chase Bank, N.A., as Administrative Agent, as Collateral Agent, as Issuing Bank and as Swingline Lender. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 26, 2021 (File No. 001-35883))
10.2	Lease Amendment, dated January 9, 1978, by and between the City of San Diego and Sea World Inc. (incorporated by reference to Exhibit 10.18 to the Registrant's Registration Statement on Form S-1 filed on December 27, 2012 (File No. 333-185697))
10.3	Lease Amendment, dated March 6, 1979, by and between the City of San Diego and Sea World Inc. (incorporated by reference to Exhibit 10.19 to the Registrant's Registration Statement on Form S-1 filed on December 27, 2012 (File No. 333-185697))
10.4	Lease Amendment, dated December 12, 1983, by and between the City of San Diego and Sea World Inc. (incorporated by reference to Exhibit 10.20 to the Registrant's Registration Statement on Form S-1 filed on December 27, 2012 (File No. 333-185697))
10.5	Lease Amendment, dated June 24, 1985, by and between the City of San Diego and Sea World Inc. (incorporated by reference to Exhibit 10.21 to the Registrant's Registration Statement on Form S-1 filed on December 27, 2012 (File No. 333-185697))
10.6	Lease Amendment, dated September 22, 1986, by and between the City of San Diego and Sea World Inc. (incorporated by reference to Exhibit 10.22 to the Registrant's Registration Statement on Form S-1 filed on December 27, 2012 (File No. 333-185697))
10.7	Lease Amendment, dated June 29, 1998, by and between the City of San Diego and Sea World Inc. (incorporated by reference to Exhibit 10.23 to the Registrant's Registration Statement on Form S-1 filed on December 27, 2012 (File No. 333-185697))

Exhibit No.	Description
10.8	Lease Amendment, dated July 9, 2002, by and between the City of San Diego and Sea World Inc. (incorporated by reference to Exhibit 10.24 to the Registrant's Registration Statement on Form S-1 filed on December 27, 2012 (File No. 333-185697))
10.9	Trademark License Agreement, dated December 1, 2009, by and between Anheuser-Busch Incorporated and Busch Entertainment LLC (incorporated by reference to Exhibit 10.25 to the Registrant's Registration Statement on Form S-1 filed on December 27, 2012 (File No. 333-185697))
10.10†	2013 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.31 to the Registrant's Registration Statement on Form S-1 filed on February 12, 2013 (File No. 333-185697))
10.11†	Form of Option Grant Notice and Option Agreement (Employees—Time-Based Options) (incorporated by reference to Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 (File No. 001-35883))
10.12†	Third Amended & Restated Stock Ownership Guidelines, adopted February 19, 2021 (incorporated by reference to Exhibit 10.23 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 001-35883))
10.13†	Amended and Restated Key Employee Severance Plan, effective March 1, 2017 (incorporated by reference to Exhibit 10.57 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-35883))
10.14†	Incentive Compensation Clawback Policy, effective October 11, 2017 (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 (File No. 001-35883))
10.15	License Agreement, dated May 16, 2017, by and between Sesame Workshop and SeaWorld Parks & Entertainment, Inc. (Portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017 (File No. 001-35883))
10.16†	SeaWorld Entertainment, Inc. 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 16, 2017 (File No. 001-35883))
10.17†	Form of Amendment #1 to Restricted Stock Grant and Acknowledgment and Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 14, 2017 (File No. 001-35883))
10.18†	Form of Deferred Stock Unit Grant Notice and Deferred Stock Unit Agreement (Non-Employee Directors) (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (File No. 001-35883))
10.19	Cooperation Agreement, dated November 5, 2017, between Hill Path Capital LP and SeaWorld Entertainment, Inc. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on November 7, 2017 (File No. 001-35883))
10.20	Side Letter, dated November 5, 2017, between SeaWorld Entertainment, Inc. and Hill Path Capital LP (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on November 7, 2017 (File No. 001-35883))
10.21†	Form of Option Grant Notice and Option Agreement (Tier 2– Time-Based Options) (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 10-Q filed on May 8, 2019 (File No. 001-35883))
10.22	Amended and Restated Undertaking Agreement, dated May 27, 2019, by and among SeaWorld Entertainment, Inc. and Hill Path Capital LP, Scott I. Ross and James P. Chambers (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on May 28, 2019 (File No. 001-35883))

Exhibit No.	Description
10.23	Registration Rights Agreement, dated May 27, 2019, between Hill Path Capital LP and certain of its affiliates and SeaWorld Entertainment, Inc. (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on May 28, 2019 (File No. 001-35883))
10.24	Stockholders Agreement, dated May 27, 2019, between Hill Path Capital LP and SeaWorld Entertainment, Inc. (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on May 28, 2019 (File No. 001-35883))
10.25†	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement (2019 Time-Based Restricted Stock Units) (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q-K filed on November 7, 2019 (File No. 001-35883))
10.26	First-Lien Intercreditor Agreement, dated as of April 30, 2020, among SeaWorld Parks & Entertainment, Inc., the other grantors from time to time party thereto, JPMorgan Chase Bank, N.A., as collateral agent for the Credit Agreement Secured Parties (as defined therein), JPMorgan Chase Bank, N.A. as authorized representative for the Credit Agreement Secured Parties, Wilmington Trust, National Association, as collateral agent for the Initial Additional First-Lien Secured Parties (as defined therein), Wilmington Trust, National Association, as authorized representative for the Initial Additional First-Lien Secured Parties and each additional authorized representative from time to time party thereto. (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed on August 10, 2020 (File No. 001-35883))
10.27	Security Agreement, dated as of April 30, 2020, among SeaWorld Parks & Entertainment, Inc., SeaWorld Entertainment, Inc., the other grantors from time to time party thereto and Wilmington Trust, National Association, as collateral agent. (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed on August 10, 2020 (File No. 001-35883))
10.28	Pledge Agreement, dated as of April 30, 2020, among SeaWorld Entertainment, Inc. and Wilmington Trust, National Association, as collateral agent. (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed on May 8, 2020 (File No. 001-35883))
10.29	Copyright Security Agreement, dated as of April 30, 2020, by SeaWorld Parks & Entertainment, Inc., Sea World LLC and SeaWorld Parks & Entertainment LLC, in favor of Wilmington Trust, National Association, as collateral agent. (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed on May 8, 2020 (File No. 001-35883))
10.30	Patent Security Agreement, dated as of April 30, 2020, by SeaWorld Parks & Entertainment, Inc., in favor of Wilmington Trust, National Association, as collateral agent. (incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q filed on May 8, 2020 (File No. 001-35883))
10.31	Trademark Security Agreement, dated as of April 30, 2020, by SeaWorld Parks & Entertainment, Inc., Sea World LLC and SeaWorld Parks & Entertainment LLC, and in favor of Wilmington Trust, National Association, as collateral agent. (incorporated by reference to Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q filed on May 8, 2020 (File No. 001-35883))
10.32†	Form of 2020 Letter Amendment to Performance Stock Unit Award Agreement. (incorporated by reference to Exhibit 10.9 to the Registrant's Quarterly Report on Form 10-Q filed on May 8, 2020 (File No. 001-35883))
10.33	Intercreditor Agreement, dated as of August 5, 2020, among JPMORGAN CHASE BANK, N.A., as Credit Agreement Agent, WILMINGTON TRUST, NATIONAL ASSOCIATION, as First Priority Notes Collateral Agent, each Other First Priority Lien Obligations Agent from time to time party hereto, each in its capacity as First Lien Agent, WILMINGTON TRUST, NATIONAL ASSOCIATION, solely in its capacity as Trustee and Second Priority Collateral Agent and each collateral agent for any Future Second Lien Indebtedness from time to time party hereto, each in its capacity as Second Priority Agent. incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed on August 10, 2020 (File No. 001-35883))

Exhibit No.	Description
10.34†	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement (Non-Employee Directors) (incorporated by reference to Exhibit 10.65 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 001-35883))
10.35†	Form of Option Grant Notice and Option Agreement (Employees—Time-Based Options) (incorporated by reference to Exhibit 10.1 to the Registrant’s Quarterly Report on Form 10-Q filed on May 7, 2021 (File No. 001-35883))
10.36†	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Agreement (Employees—Time-Based Restricted Stock Units) (incorporated by reference to Exhibit 10.2 to the Registrant’s Quarterly Report on Form 10-Q filed on May 7, 2021 (File No. 001-35883))
10.37†	Form of Performance Stock Unit Grant Notice and Performance Stock Unit Agreement (Employees—Performance-Based Restricted Stock Units) (incorporated by reference to Exhibit 10.3 to the Registrant’s Quarterly Report on Form 10-Q filed on May 7, 2021 (File No. 001-35883))
10.38†	Eighth Amended and Restated Outside Director Compensation Policy, effective January 21, 2021 (incorporated by reference to Exhibit 10.41 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021 (File No. 001-35883))
10.39†	Ninth Amended and Restated Outside Director Compensation Policy, effective December 31, 2021 (incorporated by reference to Exhibit 10.42 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021 (File No. 001-35883))
10.40	Amendment 1 to License Agreement, dated May 16, 2017, by and between Sesame Workshop and SeaWorld Parks & Entertainment, Inc. (Portions of this exhibit have been omitted) (incorporated by reference to Exhibit 10.43 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021 (File No. 001-35883))
10.41	Amended and Restated Security Agreement dated as of August 25, 2021 among the Grantors identified herein and JPMorgan Chase Bank, N.A., as Collateral Agent (incorporated by reference to Exhibit 10.44 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021 (File No. 001-35883))
10.42	Amended & Restated Pledge Agreement dated as of August 25, 2021 between SeaWorld Entertainment, Inc. and JPMorgan Chase Bank, N.A. as Collateral Agent (incorporated by reference to Exhibit 10.45 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021 (File No. 001-35883))
10.43	Trademark Security Agreement, dated as of October 29, 2021, by Sea World LLC, a Delaware limited liability company (the “Grantor”), in favor of Wilmington Trust, National Association, in its capacity as collateral agent pursuant to the Indenture (incorporated by reference to Exhibit 10.46 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021 (File No. 001-35883))
10.44	Trademark Security Agreement, dated as of October 29, 2021, by Sea World LLC, a Delaware limited liability company, and SeaWorld Parks & Entertainment LLC, a Delaware limited liability company (each, a “Grantor” and collectively, the “Grantors”), in favor of JPMorgan Chase Bank, N.A., in its capacity as collateral agent pursuant to the Credit Agreement (incorporated by reference to Exhibit 10.47 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021 (File No. 001-35883))
10.45	Incremental Amendment and Lender Joinder Agreement, dated as of June 9, 2022, by and among Goldman Sachs Lending Partners LLC, as an Incremental Revolving Facility Lender, SeaWorld Parks & Entertainment, Inc., and J.P. Morgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Registrant’s Quarterly Report on Form 10-Q filed on August 5, 2022 (File No. 001-35883))
10.46†	Offer Letter of Employment, Agreed and Accepted the 16th day of June, 2022, between SeaWorld Entertainment, Inc. and Michelle Adams (incorporated by reference to Exhibit 10.3 to the Registrant’s Quarterly Report on Form 10-Q filed on August 5, 2022 (File No. 001-35883))
10.47†	Form of Performance Stock Unit Grant Notice and Restricted Stock Unit Agreement (Senior Leadership Team Executive Employees – Performance-Based Restricted Stock Units (fiscal 2022 awards)) (incorporated by reference to Exhibit 10.4 to the Registrant’s Quarterly Report on Form 10-Q filed on August 5, 2022 (File No. 001-35883))

Exhibit No.	Description
10.48†	Offer Letter of Employment, Agreed and Accepted the 1st day of August 1, 2022, between SeaWorld Entertainment, Inc. and Jim Hughes (incorporated by reference to Exhibit 10.1 to the Registrant’s Quarterly Report on Form 10-Q filed on November 9, 2022 (File No. 001-35883))
10.49†	Form of Performance Stock Unit Grant Notice and Restricted Stock Unit Agreement (Employees – Annual Incentive Plan Award) (incorporated by reference to Exhibit 10.2 to the Registrant’s Quarterly Report on Form 10-Q filed on November 9, 2022 (File No. 001-35883))
10.50†	Form of Option Grant Notice and Option Agreement (Employees—Time-Based Matching Options) (incorporated by reference to Exhibit 10.3 to the Registrant’s Quarterly Report on Form 10-Q filed on November 9, 2022 (File No. 001-35883))
21.1	List of Subsidiaries (incorporated by reference to Exhibit 21.1 to the Registrant’s Annual Report on Form 10-K filed on February 26, 2016 (File No. 001-35883))
23.1*	Consent of Deloitte & Touche LLP
31.1*	Certification of Annual Report by Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Annual Report by Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer Pursuant to 18 U.S.C Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer Pursuant to 18 U.S.C Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	Inline XBRL Document Set for the consolidated financial statements and accompanying notes in Part II, Item 8, “Financial Statements and Supplementary Data” of this Annual Report on Form 10-K
104*	Inline XBRL for the cover page of this Annual Report on Form 10-K, included in the Exhibit 101 Inline XBRL Document Set
†	Identifies exhibits that consist of a management contract or compensatory plan or arrangement.
*	Filed herewith.

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

Item 16. Form 10-K Summary

None.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SeaWorld Entertainment, Inc.

Date: March 1, 2023

By: /S/ MARC G. SWANSON
Name: Marc G. Swanson
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Date</u>	<u>Capacity</u>
<u> /S/ MARC G. SWANSON </u> Marc G. Swanson	March 1, 2023	Chief Executive Officer (Principal Executive Officer)
<u> /S/ JAMES W. FORRESTER, JR. </u> James W. Forrester, Jr.	March 1, 2023	Interim Chief Financial Officer (Principal Financial Officer)
<u> /S/ SHEKUFEH SHIRAZI BOYLE </u> Shekufeh Shirazi Boyle	March 1, 2023	Chief Accounting Officer (Principal Accounting Officer)
<u> /S/ RONALD BENSON </u> Ronald Benson	March 1, 2023	Director
<u> /S/ JAMES CHAMBERS </u> James Chambers	March 1, 2023	Director
<u> /S/ WILLIAM GRAY </u> William Gray	March 1, 2023	Director
<u> /S/ TIMOTHY J. HARTNETT </u> Timothy J. Hartnett	March 1, 2023	Director
<u> /S/ YOSHIKAZU MARUYAMA </u> Yoshikazu Maruyama	March 1, 2023	Director
<u> /S/ THOMAS E. MOLONEY </u> Thomas E. Moloney	March 1, 2023	Director
<u> /S/ NEHA JOGANI NARANG </u> Neha Jogani Narang	March 1, 2023	Director
<u> /S/ SCOTT I. ROSS </u> Scott I. Ross	March 1, 2023	Director
<u> /S/ KIMBERLY K. SCHAEFER </u> Kimberly K. Schaefer	March 1, 2023	Director

SEAWORLD ENTERTAINMENT, INC.

Index to Consolidated Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of SeaWorld Entertainment, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of SeaWorld Entertainment, Inc. and subsidiaries (the “Company”) as of December 31, 2022 and 2021, the related consolidated statements of comprehensive income (loss), changes in stockholders’ equity (deficit), and cash flows, for each of the three years in the period ended December 31, 2022, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 1, 2023, expressed an adverse opinion on the Company’s internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue Recognition—Deferred Revenue Related to Annual and Season Admission Pass Products—Refer to Note 2 and Note 4 to the consolidated financial statements

Critical Audit Matter Description

The Company’s annual and seasonal admission pass products allow guests access to specific parks over a specified time period. Such revenue is deferred and recognized over the terms of the admission pass products based on estimated redemption rates for similar products and is adjusted periodically. The Company estimates redemption rates using historical and forecasted attendance trends by park. Attendance trends factor in seasonality and are adjusted based on actual trends periodically. Revenue is recognized on a pro rata basis based on the estimated allocated selling price of the admission product.

The Company tracks and recognizes deferred revenue utilizing internally developed models. Auditing the attendance projections by park, which is the primary input used in the deferred revenue models, and the redemption rates calculated through the models, required extensive audit effort due to the complexity and manual nature of the models.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the attendance projections by park and the recognition of revenue from the deferred revenue related to annual and seasonal admission pass products included the following, among others:

- We tested the effectiveness of management’s controls over revenue recognition related to annual and seasonal admission pass products, including controls over actual and estimated attendance and the timing of deferred revenue relief.
- We performed a retrospective review on the prior year forecasted attendance by comparing actual attendance results to management’s historical forecasts in order to evaluate management’s ability to forecast attendance and identify any past bias.
- We evaluated the reasonableness of the current-year attendance forecasts compared to historical results, considering recent trends in the Company’s attendance.
- We tested assumptions and inputs used in the deferred revenue pass models that are used to determine the deferred revenue balances related to and the revenue recognized from annual and seasonal admission pass products.
- We tested the mathematical accuracy and appropriateness of management’s deferred revenue models and timing of revenue recognition.

/s/ Deloitte & Touche LLP

Tampa, Florida
March 1, 2023

We have served as the Company’s auditor since 2009.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of SeaWorld Entertainment, Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of SeaWorld Entertainment, Inc. and subsidiaries (the “Company”) as of December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, because of the effect of the material weakness identified below on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2022 of the Company and our report dated March 1, 2023, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Material Weakness

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company’s annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management’s assessment: The Company does not have sufficient policies and procedures related to certain Board oversight responsibilities of Board engagement within the Company’s control environment including delegation of authority. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements as of and for the year ended December 31, 2022, of the Company, and this report does not affect our report on such financial statements.

/s/ Deloitte & Touche LLP

Tampa, Florida
March 1, 2023

SEAWORLD ENTERTAINMENT, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	December 31,	
	2022	2021
Assets		
Current assets:		
Cash and cash equivalents	\$ 79,196	\$ 443,707
Accounts receivable, net	71,050	76,948
Inventories	55,190	29,478
Prepaid expenses and other current assets	28,260	17,263
Total current assets	233,696	567,396
Property and equipment, at cost	3,576,092	3,385,308
Accumulated depreciation	(1,869,413)	(1,740,144)
Property and equipment, net	1,706,679	1,645,164
Goodwill	66,278	66,278
Trade names/trademarks, net	157,000	157,000
Right of use assets-operating leases	130,479	132,217
Deferred tax assets, net	12,332	23,995
Other assets, net	19,323	18,266
Total assets	\$ 2,325,787	\$ 2,610,316
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable and accrued expenses	\$ 159,947	\$ 134,311
Current maturities of long-term debt	12,000	12,000
Operating lease liabilities	3,387	2,895
Accrued salaries, wages and benefits	17,423	22,156
Deferred revenue	169,535	154,793
Other accrued liabilities	46,914	45,811
Total current liabilities	409,206	371,966
Long-term debt, net	2,099,059	2,104,835
Long-term operating lease liabilities	115,396	117,046
Deferred tax liabilities, net	96,627	12,803
Other liabilities	43,163	37,582
Total liabilities	2,763,451	2,644,232
Commitments and contingencies (Note 15)		
Stockholders' Deficit:		
Preferred stock, \$0.01 par value—authorized, 100,000,000 shares, no shares issued or outstanding at December 31, 2022 and 2021	—	—
Common stock, \$0.01 par value—authorized, 1,000,000,000 shares; 96,287,771 and 95,541,992 shares issued at December 31, 2022 and 2021, respectively	963	955
Additional paid-in capital	710,151	711,474
Retained earnings (accumulated deficit)	175,903	(115,287)
Treasury stock, at cost (32,376,539 and 19,953,042 shares at December 31, 2022 and 2021, respectively)	(1,324,681)	(631,058)
Total stockholders' deficit	(437,664)	(33,916)
Total liabilities and stockholders' deficit	\$ 2,325,787	\$ 2,610,316

See accompanying notes to consolidated financial statements.

SEAWORLD ENTERTAINMENT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands, except per share amounts)

	Year Ended December 31,		
	2022	2021	2020
Net revenues:			
Admissions.....	\$ 965,232	\$ 851,891	\$ 255,376
Food, merchandise and other	766,005	651,839	176,403
Total revenues.....	<u>1,731,237</u>	<u>1,503,730</u>	<u>431,779</u>
Costs and expenses:			
Cost of food, merchandise and other revenues.....	135,217	114,287	36,712
Operating expenses (exclusive of depreciation and amortization shown separately below).....	735,687	622,419	388,473
Selling, general and administrative expenses	200,074	184,871	94,885
Severance and other separation costs.....	108	1,531	2,826
Depreciation and amortization.....	152,620	148,660	150,546
Total costs and expenses.....	<u>1,223,706</u>	<u>1,071,768</u>	<u>673,442</u>
Operating income (loss).....	507,531	431,962	(241,663)
Other (income) expense, net	(43)	144	276
Interest expense.....	117,501	116,642	100,907
Loss on early extinguishment of debt and write-off of discounts and debt issuance costs.....	—	58,827	—
Income (loss) before income taxes	390,073	256,349	(342,846)
Provision for (benefit from) income taxes.....	98,883	(164)	(30,525)
Net income (loss)	<u>\$ 291,190</u>	<u>\$ 256,513</u>	<u>\$ (312,321)</u>
Other comprehensive income (loss):			
Unrealized gain on derivatives, net of tax	—	—	1,559
Comprehensive income (loss)	<u>\$ 291,190</u>	<u>\$ 256,513</u>	<u>\$ (310,762)</u>
Earnings (loss) per share:			
Earnings (loss) per share, basic.....	<u>\$ 4.18</u>	<u>\$ 3.28</u>	<u>\$ (3.99)</u>
Earnings (loss) per share, diluted.....	<u>\$ 4.14</u>	<u>\$ 3.22</u>	<u>\$ (3.99)</u>
Weighted average common shares outstanding:			
Basic.....	<u>69,607</u>	<u>78,302</u>	<u>78,194</u>
Diluted	<u>70,280</u>	<u>79,575</u>	<u>78,194</u>

See accompanying notes to consolidated financial statements.

SEAWORLD ENTERTAINMENT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
(In thousands, except per share and share amounts)

	Shares of Common Stock Issued	Common Stock	Additional Paid-In Capital	(Accumulated Deficit) Retained Earnings	Accumulated Other Comprehensiv e Income (Loss)	Treasury Stock, at Cost	Total Stockholders' Equity (Deficit)
Balance at January 1, 2020	94,044,203	\$ 940	\$673,893	\$ (59,479)	\$ (1,559)	\$ (402,903)	\$ 210,892
Equity-based compensation.....	—	—	7,467	—	—	—	7,467
Unrealized gain on derivatives, net of tax expense of \$572.....	—	—	—	—	1,559	—	1,559
Vesting of restricted shares	609,286	6	(6)	—	—	—	—
Shares withheld for tax withholdings	(158,865)	(2)	(3,913)	—	—	—	(3,915)
Exercise of stock options.....	157,624	2	2,918	—	—	—	2,920
Adjustments to previous dividend declarations.....	—	—	1	—	—	—	1
Repurchase of 469,785 shares of treasury stock, at cost	—	—	—	—	—	(12,406)	(12,406)
Net loss	—	—	—	(312,321)	—	—	(312,321)
Balance at December 31, 2020	<u>94,652,248</u>	<u>\$ 946</u>	<u>\$680,360</u>	<u>\$ (371,800)</u>	<u>\$ —</u>	<u>\$ (415,309)</u>	<u>\$(105,803)</u>
Equity-based compensation.....	—	—	39,722	—	—	—	39,722
Vesting of restricted shares	888,406	9	(9)	—	—	—	—
Shares withheld for tax withholdings	(288,229)	(3)	(14,503)	—	—	—	(14,506)
Exercise of stock options.....	289,567	3	5,904	—	—	—	5,907
Repurchase of 3,692,794 shares of treasury stock, at cost	—	—	—	—	—	(215,749)	(215,749)
Net income.....	—	—	—	256,513	—	—	256,513
Balance at December 31, 2021	<u>95,541,992</u>	<u>\$ 955</u>	<u>\$711,474</u>	<u>\$ (115,287)</u>	<u>\$ —</u>	<u>\$ (631,058)</u>	<u>\$(33,916)</u>
Equity-based compensation.....	—	—	18,158	—	—	—	18,158
Vesting of restricted shares	946,169	10	(10)	—	—	—	—
Shares withheld for tax withholdings	(321,471)	(3)	(22,498)	—	—	—	(22,501)
Exercise of stock options.....	121,081	1	3,027	—	—	—	3,028
Repurchase of 12,423,497 shares of treasury stock, at cost	—	—	—	—	—	(693,623)	(693,623)
Net income.....	—	—	—	291,190	—	—	291,190
Balance at December 31, 2022	<u>96,287,771</u>	<u>\$ 963</u>	<u>\$710,151</u>	<u>\$ 175,903</u>	<u>\$ —</u>	<u>\$(1,324,681)</u>	<u>\$(437,664)</u>

See accompanying notes to consolidated financial statements.

SEAWORLD ENTERTAINMENT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2022	2021	2020
Cash Flows From Operating Activities:			
Net income (loss).....	\$ 291,190	\$ 256,513	\$ (312,321)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization.....	152,620	148,660	150,546
Amortization of debt issuance costs and discounts.....	6,234	6,419	5,025
Loss on early extinguishment of debt and write-off of discounts and debt issuance costs.....	—	52,011	—
Deferred income tax provision (benefit).....	95,487	(4,117)	(31,414)
Equity-based compensation.....	18,158	39,722	7,467
Other including loss on impairment or disposal of assets, net.....	15,280	5,816	6,046
Changes in assets and liabilities:			
Accounts receivable.....	10,334	(58,927)	24,761
Inventories.....	(27,112)	644	2,267
Prepaid expenses and other current assets.....	(7,020)	(2,424)	5,210
Accounts payable and accrued expenses.....	7,849	20,050	1,640
Accrued salaries, wages and benefits.....	(4,733)	11,375	(4,718)
Deferred revenue.....	329	33,070	25,065
Other accrued liabilities.....	1,961	(3,785)	(422)
Right-of-use assets and operating lease liabilities.....	580	396	561
Other assets and liabilities.....	3,431	(2,411)	(442)
Net cash provided by (used in) operating activities.....	<u>564,588</u>	<u>503,012</u>	<u>(120,729)</u>
Cash Flows From Investing Activities:			
Capital expenditures.....	(200,705)	(128,854)	(109,175)
Net cash used in investing activities.....	<u>(200,705)</u>	<u>(128,854)</u>	<u>(109,175)</u>
Cash Flows From Financing Activities:			
Proceeds from the issuance of debt, net.....	—	1,922,222	713,658
Repayments of long-term debt.....	(12,000)	(2,032,728)	(15,505)
Proceeds from draw on revolving credit facility.....	—	—	272,500
Repayments of revolving credit facility.....	—	—	(322,500)
Purchase of treasury stock.....	(693,623)	(215,749)	(12,406)
Payment of tax withholdings on equity-based compensation through shares withheld.....	(22,501)	(14,506)	(3,915)
Exercise of stock options.....	3,028	5,907	2,920
Debt issuance costs.....	(469)	(23,272)	(7,530)
Other financing activities.....	(484)	(6,771)	(3,018)
Net cash (used in) provided by financing activities.....	<u>(726,049)</u>	<u>(364,897)</u>	<u>624,204</u>
Change in Cash and Cash Equivalents, including Restricted Cash.....	(362,166)	9,261	394,300
Cash and Cash Equivalents, including Restricted Cash—Beginning of year.....	444,486	435,225	40,925
Cash and Cash Equivalents, including Restricted Cash—End of year.....	\$ 82,320	\$ 444,486	\$ 435,225
Supplemental Disclosures of Noncash Investing and Financing Activities			
Capital expenditures in accounts payable and accrued expenses.....	<u>\$ 40,729</u>	<u>\$ 20,468</u>	<u>\$ 12,544</u>
Other financing arrangements.....	<u>\$ —</u>	<u>\$ 4,239</u>	<u>\$ 3,890</u>

See accompanying notes to consolidated financial statements.

SEAWORLD ENTERTAINMENT, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF THE BUSINESS

SeaWorld Entertainment, Inc., through its wholly-owned subsidiary, SeaWorld Parks & Entertainment, Inc. (“SEA”) (collectively, the “Company”), owns and operates twelve theme parks within the United States. Prior to December 1, 2009, the Company did not have any operations. On December 1, 2009, the Company acquired all of the outstanding equity interest of Busch Entertainment LLC and affiliates from Anheuser Busch Companies, Inc. and Anheuser-Busch InBev SA/NV (“ABI”). The Company completed an initial public offering in April 2013. As of December 31, 2022, Hill Path Capital LP (“Hill Path”) owned approximately 42.6% of the Company's total outstanding common stock.

The Company operates SeaWorld theme parks in Orlando, Florida; San Antonio, Texas; and San Diego, California, and Busch Gardens theme parks in Tampa, Florida, and Williamsburg, Virginia. The Company operates water park attractions in Orlando, Florida (Aquatica); San Antonio, Texas (Aquatica); Tampa, Florida (Adventure Island); and Williamsburg, Virginia (Water Country USA). The Company also operates a reservations-only theme park in Orlando, Florida (Discovery Cove), a theme park in Langhorne, Pennsylvania (Sesame Place Philadelphia) and a theme park in Chula Vista, California (Sesame Place San Diego).

During the years ended December 31, 2022 and 2021, respectively, approximately 57% and 58% of the Company’s revenues were generated in the State of Florida which exposes the Company to risks affecting the Florida market, such as natural disasters, severe weather or other incidents. During the year ended December 31, 2020, more than 70% of the Company’s revenues were generated in the State of Florida, due in part to the temporary park closures and limited operations as a result of the COVID-19 pandemic. See *Impact of Global COVID-19 Pandemic* section which follows for further discussion.

Impact of Global COVID-19 Pandemic

The Company’s results of operations for the year ended December 31, 2022 continued to be impacted by the global COVID-19 pandemic due in part to a decline in both international and group-related attendance from historical levels. Additionally, the Company's results of operations for the years ended December 31, 2021 and 2020 were impacted by the following factors: (i) capacity limitations, modified/limited operations and/or temporary park closures which were in place for portions of the respective periods; (ii) decreased demand due to public concerns and government restrictions associated with the pandemic; and (iii) severe restrictions on international travel.

In response to the COVID-19 pandemic, and in compliance with government restrictions, the Company temporarily closed all of its theme parks effective March 16, 2020. Beginning in June 2020, the Company began the phased reopening of some of its parks with enhanced health, safety and cleaning measures, capacity limitations and/or modified/limited operations, which at times included reduced hours and/or reduced operating days. By the end of August 2020, the Company had reopened 10 of its 12 parks on a limited basis and by the end of the second quarter of 2021, all of the Company’s 12 parks were open, and operating without COVID-19 related capacity limitations.

Due to the COVID-19 pandemic, the Company took a number of proactive measures in 2020 for the safety of its guests, employees and animals, to manage costs and expenditures, and to maximize liquidity in response to the temporary park closures and limited reopenings related to the COVID-19 pandemic. Some of the measures to manage costs and expenditures taken in 2020 included, but were not limited to: (i) furloughed approximately 95% of its employees in 2020 upon closing all of its parks; (ii) temporarily reduced executive officers’ base salary by 20% through November 2020; (iii) eliminated and/or deferred all non-essential operating expenses at all of its parks and corporate headquarters while the parks were closed and actively managed operating expenses as parks reopened; (iv) eliminated substantially all advertising and marketing spend while the parks were closed and strategically managed marketing spend as parks reopened; and (v) substantially reduced or deferred all capital expenditures starting in March 2020 (other than minimal essential capital expenditures) when the parks were closed and postponed the opening of rides that were still under construction and scheduled to open in 2020.

The Company continuously monitors guidance from federal, state and local authorities and engages with governmental authorities as well as medical/scientific consultants. The Company may adjust its plans accordingly as laws change and new information and guidance becomes available. The COVID-19 pandemic has had, and may continue to have, a material impact on the Company’s financial results.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and include the accounts of the Company and its wholly-owned subsidiaries, including SEA. All intercompany accounts have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates and assumptions include, but are not limited to, the accounting for self-insurance, deferred tax assets and liabilities, deferred revenue, equity compensation, the valuation of goodwill and other indefinite-lived intangible assets and reviews for potential impairment of long-lived assets. Estimates are based on various factors including current and historical trends, as well as other pertinent company and industry data. The Company regularly evaluates this information to determine if it is necessary to update the basis for its estimates and to adjust for known changes. Actual results could differ from those estimates. Based on the uncertainty relating to the COVID-19 pandemic, the emergence of new variants, and the current operating environment, including but not limited to the impact or timing of government restrictions, any future capacity limitations due to social distancing guidelines, public sentiment on social gatherings, travel and attendance patterns, travel restrictions, effectiveness and adoption of vaccines, boosters and/or medications, the impact of new variants, supply chain disruptions, inflationary pressures, foreign exchange rates and/or additional actions which could be taken by government authorities to manage the pandemic or other macroeconomic issues, the Company is not certain of the ultimate impact these factors could have on its estimates, business or results of operations.

Cash and Cash Equivalents

Cash and cash equivalents include cash held at financial institutions as well as operating cash onsite at each theme park to fund daily operations and amounts due from third-party credit card companies with settlement terms of less than four days. The amounts due from third-party credit card companies totaled \$18.6 million and \$11.5 million at December 31, 2022 and 2021, respectively. The cash balances in all accounts held at financial institutions are insured up to \$250,000 by the Federal Deposit Insurance Corporation (“FDIC”) through December 31, 2022. At times, cash balances may exceed federally insured amounts and potentially subject the Company to a concentration of credit risk. Management believes that no significant concentration of credit risk exists with respect to these cash balances because of its assessment of the creditworthiness and financial viability of the respective financial institutions.

From time to time, the Company may invest in certain highly liquid instruments with original maturities of three months or less. These instruments may include money market mutual funds, certificates of deposit or time deposits, among others, which may or may not qualify for FDIC insurance. The Company classifies any such instruments as cash and cash equivalents based on their short-term maturities.

Restricted Cash

Restricted cash is recorded in prepaid expenses and other current assets in the accompanying consolidated balance sheets. Restricted cash as of December 31, 2022 and 2021 consists primarily of advanced funds for which costs have yet to be incurred related to the Company’s international services agreements. See further discussion in Note 4—Revenues.

	December 31, 2022	December 31, 2021
	<i>(In thousands)</i>	
Cash and cash equivalents	\$ 79,196	\$ 443,707
Restricted cash, included in prepaid expenses and other current assets.....	3,124	779
Total cash, cash equivalents and restricted cash	<u>\$ 82,320</u>	<u>\$ 444,486</u>

Accounts Receivable—Net

Accounts receivable are reported at net realizable value and consist primarily of amounts due from customers for the sale of admission products, including amounts due for admissions products purchased on monthly installment arrangements. The Company is not exposed to a significant concentration of credit risk. The Company records an allowance on trade accounts receivable with an offset to the provision for bad debt for estimated credit losses expected based on its history of uncollectable accounts. For all periods presented, the provision for bad debt was immaterial. The Company also records an allowance for estimated credit losses on amounts due from monthly installment arrangements based on historical default rates. As of December 31, 2022 and 2021, the Company recorded \$13.8 million and \$17.7 million, respectively, as an allowance on its installment arrangements, which is included in accounts receivable, net, in the accompanying consolidated balance sheets, with a corresponding reduction to deferred revenue.

Inventories

Inventories are accounted for using the weighted average cost method and are stated at the lower of cost or net realizable value. Inventories consist primarily of products for resale, including merchandise, culinary items and miscellaneous supplies. Obsolete or excess inventories are recorded at their estimated realizable value.

Property and Equipment—Net

Property and equipment are recorded at cost. The cost of ordinary or routine maintenance, repairs, spare parts and minor renewals is expensed as incurred. Development costs associated with new attractions and products are generally capitalized after necessary feasibility studies have been completed and final concept or contracts have been approved. The cost of assets is depreciated using the straight-line method based on the following estimated useful lives:

Land improvements.....	10-40 years
Buildings.....	5-40 years
Rides, attractions and equipment.....	3-20 years
Animals.....	1-50 years

Certain costs related to animals exhibited in the theme parks are capitalized and amortized over their estimated lives (1-50 years). All costs to care for animals are expensed as incurred. Construction in progress assets consist primarily of new rides, attractions and infrastructure improvements that have not yet been placed in service. These assets are stated at cost and are not depreciated. Once construction of the assets is completed and placed into service, assets are reclassified to the appropriate asset class based on their nature and depreciated in accordance with the useful lives above. Debt interest is capitalized on all active construction projects. Total interest capitalized for the years ended December 31, 2022, 2021 and 2020 was \$6.3 million, \$7.3 million and \$6.3 million, respectively.

Computer System Development Costs

The Company capitalizes computer system development costs that meet established criteria and, once placed in service, amortizes those costs to expense on a straight-line basis over five years. Total capitalized costs related to computer system development costs, net of accumulated amortization, were \$2.0 million and \$1.5 million as of December 31, 2022 and 2021, respectively, and are recorded in other assets in the accompanying consolidated balance sheets. Accumulated amortization was \$12.9 million and \$12.4 million as of December 31, 2022 and 2021, respectively. Amortization expense of capitalized computer system development costs during the years ended December 31, 2022, 2021 and 2020 was \$0.7 million, \$1.4 million and \$1.7 million, respectively, and is recorded in depreciation and amortization in the accompanying consolidated statements of comprehensive income (loss). Systems reengineering costs do not meet the proper criteria for capitalization and are expensed as incurred.

Goodwill and Other Indefinite-Lived Intangible Assets

Goodwill and other indefinite-lived intangible assets are not amortized, but instead reviewed for impairment at least annually during the fourth quarter, and as of an interim date should factors or indicators become apparent that would require an interim test, with ongoing recoverability based on applicable reporting unit overall financial performance and consideration of significant events or changes in the overall business environment or macroeconomic conditions. Such events or changes in the overall business environment could include, but are not limited to, significant negative trends or unanticipated changes in the competitive or macroeconomic environment.

In assessing goodwill for impairment, the Company may choose to initially evaluate qualitative factors to determine if it is more likely than not that the estimated fair value of a reporting unit is less than its carrying amount. The Company considers several factors, including macroeconomic conditions, industry and market conditions, overall financial performance of the reporting unit, changes in management, strategy or customers, and relevant reporting unit specific events such as a change in the carrying amount of net assets, a more likely than not expectation of selling or disposing all, or a portion, of a reporting unit, and the testing of recoverability of a significant asset group within a reporting unit. If the qualitative assessment is not conclusive, then a quantitative impairment analysis for goodwill is performed at the reporting unit level. The Company may also choose to perform this quantitative impairment analysis instead of the qualitative analysis. The quantitative impairment analysis compares the estimated fair value of the reporting unit, determined using the income and/or market approach, to its recorded amount. If the recorded amount exceeds the fair value, then a goodwill impairment charge is recorded for the difference up to the recorded amount of goodwill.

The determination of fair value in the Company's goodwill impairment analysis is based on an estimate of fair value for the relevant reporting unit utilizing known and estimated inputs at the evaluation date. Some of those inputs include, but are not limited to, estimates of future revenue and expense growth, estimated market multiples, expected capital expenditures, income tax rates and cost of invested capital.

The Company's other indefinite-lived intangible assets consist of certain trade names/trademarks and other intangible assets which, after considering legal, regulatory, contractual, and other competitive and economic factors, are determined to have indefinite lives and are valued using the relief from royalty method. Trade names/trademarks are combined by brand as a unit of accounting when testing for impairment as the brand represents the highest and best use of the asset and drives the Company's marketing strategy and international license agreements. Estimates required in this valuation method include estimated future revenues impacted by the trade names/trademarks, royalty rates, and appropriate discount rates. Projections are based on management's best estimates given recent financial performance, market trends, strategic plans, brand awareness, operating characteristics by park, and other available information. See Note 9—Goodwill and Trade Names/Trademarks, Net, for further details.

Impairment of Long-Lived Assets

All long-lived assets are reviewed for impairment upon the occurrence of events or changes in circumstances that would indicate that the carrying value of the assets may not be recoverable. An impairment loss may be recognized when estimated undiscounted future cash flows expected to result from the use of the asset, including disposition, are less than the carrying value of the asset. The measurement of the impairment loss to be recognized is based upon the difference between the estimated fair value and the carrying amounts of the assets.

Fair value is generally determined based upon a discounted cash flow analysis. In order to determine if an asset has been impaired, assets are grouped and tested at the lowest level for which identifiable independent cash flows are available (generally a theme park). See further discussion in Note 8—Property and Equipment, Net.

Self-Insurance Reserves

Reserves are recorded for the estimated amounts of guest and employee claims and expenses incurred each period that are not covered by insurance. Reserves are established for both identified claims and incurred but not reported ("IBNR") claims. Such amounts are accrued for when claim amounts become probable and estimable. Reserves for identified claims are based upon the Company's historical claims experience and third-party estimates of settlement costs. Reserves for IBNR claims are based upon the Company's claims data history, actuarially determined loss development factors and qualitative considerations such as claims management activities. The Company maintains self-insurance reserves for healthcare, auto, general liability and workers' compensation claims. Total claims reserves were \$37.0 million at December 31, 2022, of which \$1.8 million is recorded in accrued salaries, wages and benefits, \$8.6 million is recorded in other accrued liabilities and the remaining long-term portion is recorded in other liabilities in the accompanying consolidated balance sheets. Total claims reserves were \$30.5 million at December 31, 2021, of which \$1.7 million is recorded in accrued salaries, wages and benefits, \$8.2 million is recorded in other accrued liabilities and the remaining long-term portion is recorded in other liabilities in the accompanying consolidated balance sheets. All reserves are periodically reviewed for changes in facts and circumstances and adjustments are made as necessary.

Debt Issuance Costs

Debt issuance costs are amortized to interest expense using the effective interest method over the term of the related debt and are included in long-term debt, net, in the accompanying consolidated balance sheets. See further discussion in Note 11—Long-Term Debt.

Share Repurchase Program and Treasury Stock

From time to time, the Company's Board of Directors (the "Board") may authorize share repurchases of common stock. Shares repurchased under Board authorizations are currently held in treasury for general corporate purposes. The Company accounts for treasury stock on the trade date under the cost method. Treasury stock at December 31, 2022 and 2021 is reflected within stockholders' deficit. See further discussion of the Company's share repurchase program in Note 19—Stockholders' Deficit.

Revenue Recognition

The Company records revenue in accordance with Accounting Standards Codification ("ASC"), Topic 606, *Revenue from Contracts with Customers*, which is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To determine revenue recognition for arrangements within the scope of ASC 606, the Company performs the following five steps: (i) identify the contracts with customers; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when or as the Company satisfies the performance obligations. ASC 606 also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. Revenue is recorded net of sales-related taxes collected from guests and remitted or payable to government taxing authorities.

Admissions Revenue

Admissions revenue primarily consists of single-day tickets, annual or season passes or other multi-day or multi-park admission products. Admission products with similar characteristics are analyzed using a portfolio approach for each separate park as the Company expects that the effects on the consolidated financial statements of applying ASC 606 to the portfolio does not differ materially from applying the guidance to individual contracts within the portfolio. For single-day tickets, the Company recognizes revenue at a point in time, upon admission to the park. Annual passes, season passes or other multi-day or multi-park passes allow guests access to specific parks over a specified time period. For these pass and multi-use products, revenue is deferred and recognized over the terms of the admission product based on estimated redemption rates for similar products and is adjusted periodically. The Company estimates redemption rates using historical and forecasted attendance trends by park for similar products. Attendance trends factor in seasonality and are adjusted based on actual trends periodically. These estimated redemption rates impact the timing of when revenue is recognized on these products. Actual results could materially differ from these estimates based on actual attendance patterns. Revenue is recognized on a pro-rata basis based on the estimated allocated selling price of the admission product. For pass products purchased on an installment plan that have met their initial commitment period and have transitioned to a month to month basis, monthly charges are recognized as revenue as payments are received each month, with the exception of payments received during the temporary park closures in 2020 (see further discussion which follows). For multi-day admission products, revenue is allocated based on the number of visits included in the pass and recognized ratably based on each admission into the theme park.

In 2020, as a result of the temporary park closures due to the COVID-19 pandemic, the Company upgraded some of its pass products and extended pass expiration dates for at least the equivalent period the related parks were closed. As a result, the Company adjusted its estimated redemption and recognition patterns on these products to reflect the fact that there was no attendance during the park closures and accordingly the Company did not recognize revenue from these admission products while the parks were temporarily closed in 2020. For passes under installment plans that had transitioned to a month to month basis, the Company temporarily paused monthly charges when the related parks reopened for the equivalent period the respective parks were closed. Accordingly, payments received during the closure period were recorded as deferred revenue and recognized as revenue once the respective parks reopened in 2020, which may not have necessarily reflected attendance patterns for these guests.

The Company has entered into agreements with certain external theme park, zoo and other attraction operators to jointly market and sell single and multi-use admission products. These joint products allow admission to both a Company park(s) and an external park, zoo or other attraction. The agreements with the external partners specify the allocation of revenue to Company parks from any jointly sold products. Whether the Company or the external partner sells the product, the Company's portion of revenue is deferred until the first time the product is redeemed at one of the Company's parks and recognized over its related use in a manner consistent with the Company's other admission products.

Additionally, the Company barter theme park admission products and sponsorship opportunities for advertising, employee recognition awards, and various other services. The fair value of the products or services is recognized into admissions revenue and related expenses at the time of the exchange and approximates the estimated fair value of the goods or services provided or received, whichever is more readily determinable. For the years ended December 31, 2022, 2021 and 2020, amounts included within admissions revenue with an offset to either selling, general and administrative expenses or operating expenses in the accompanying consolidated statements of comprehensive income (loss) related to bartered ticket transactions were \$14.8 million, \$13.6 million and \$4.7 million, respectively.

Food, Merchandise and Other Revenue

Food, merchandise and other revenue primarily consists of food and beverage, retail, merchandise, parking and other in-park products and also includes other miscellaneous revenue which is not significant in the periods presented. The Company recognizes revenue for food and beverage, merchandise and other in-park products when the related products or services are received by the guests. Certain admission products may also include bundled products at the time of purchase, such as food and beverage or merchandise items. The Company conducts an analysis of bundled products to identify separate distinct performance obligations that are material in the context of the contract. For those products that are determined to be distinct performance obligations and material in the context of the contract, the Company allocates a portion of the transaction price to each distinct performance obligation using each performance obligation's standalone price. If the bundled product is related to a pass product and offered over time, revenue will be recognized over time accordingly.

See further discussion in Note 4—Revenues.

Advertising and Promotional Costs

Advertising production costs are deferred and expensed the first time the advertisement is shown. Other advertising and media costs are expensed as incurred and, for the years ended December 31, 2022, 2021 and 2020, totaled approximately \$104.3 million, \$81.4 million and \$48.1 million, respectively, and are included in selling, general and administrative expenses in the accompanying consolidated statements of comprehensive income (loss).

Equity-Based Compensation

In accordance with ASC 718, *Compensation-Stock Compensation*, the Company measures the cost of employee services rendered in exchange for equity-based compensation based upon the grant date fair market value. The cost is recognized over the requisite service period, which is generally the vesting period unless service or performance conditions require otherwise. The Company recognizes equity compensation expense for its performance-vesting restricted awards ratably over the related performance period if the performance condition is probable of being achieved. If the probability of vesting related to these awards changes in a subsequent period, all equity compensation expense related to those awards that would have been recorded over the requisite service period had the awards been considered probable at the new percentage from inception, is recorded as a cumulative catch-up at such subsequent date. The Company recognizes the impact of forfeitures as they occur. The Company grants time-vesting restricted shares and units, time-vesting deferred stock units, performance-vesting restricted shares and units, and stock options. The Company uses the closing stock price on the date of grant to value its time-vesting and performance-vesting restricted share awards. The Company uses the Black-Scholes Option Pricing Model to value stock options at the date of grant.

On occasion, the Company may modify the terms or conditions of an equity award for its employees. If an award is modified, the Company evaluates the type of modification in accordance with ASC 718 to determine the appropriate accounting. See further discussion in Note 18—Equity-Based Compensation.

Leases

The Company leases land, warehouse and office space, and equipment, which are classified as either operating or finance leases. Under the provisions of ASC 842, *Leases*, lease liabilities and right of use assets are recognized at the lease commencement date on the basis of the present value of the future lease payments, with the right of use being adjusted by any prepaid or accrued rent, lease incentives, and initial direct costs. The lease term for each lease includes the noncancelable period plus any periods subject to an option for renewal when it is reasonably certain that the Company will exercise that option. The subsequent measurement of a lease is dependent on whether the lease is classified as an operating or finance lease. Operating leases have a straight-line expense pattern that is recognized as either operating expenses or selling, general, and administrative expenses in the consolidated statements of comprehensive income (loss). Finance leases have a front-loaded expense recognition pattern that is comprised of amortization expense and interest expense that is included in depreciation and amortization and interest expense in the consolidated statements of comprehensive income (loss). The Company initially evaluates the classification of its leases as of the lease commencement date and reevaluates the classification of its leases upon the occurrence of certain lease remeasurement events and when there is a lease modification that is not accounted for as a separate contract.

The present value of future lease payments is calculated using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate, which reflects the rate of interest it would pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms. As most of the Company's leases do not provide an implicit rate, the Company uses incremental borrowing rates based on the information available at the lease commencement date, liability remeasurement date, or lease modification date in determining the present value of the lease payments. In calculating the incremental borrowing rates, the Company considered recent ratings from credit agencies, recent trading prices on the Company's debt, and current lease demographic information. The Company applies the incremental borrowing rates at a portfolio level based on lease terms.

In accordance with the short-term lease recognition exemption of ASC 842, the Company does not recognize on its balance sheet leases with an initial lease term of 12 months or less. Lease expense for these short-term leases is recognized on a straight-line basis over the lease term.

Some of the Company's leases include one or more options to renew, with renewal terms that can extend the lease term from one to ten years or more. The exercise of lease renewal options is at the Company's sole discretion and the inclusion of the renewal options in the lease term would only occur when the Company concludes it is reasonably certain of exercising the option(s). Certain leases also include options to purchase the leased property.

Certain of the Company's lease agreements include rental payments based on a percentage of sales over contractual levels and others include rental payments adjusted periodically for inflation. These variable lease payments are typically recognized when the underlying event occurs and are included in operating expenses in the Company's consolidated statements of comprehensive income (loss) in the same line item as the expense arising from fixed lease payments. The Company's lease agreements do not contain any material residual value guarantees, material restrictive covenants or material variable lease costs other than those described in Note 14—Leases related to the Company's land lease.

All long-lived assets, including right of use assets associated with leases, are reviewed for impairment upon the occurrence of events or changes in circumstances that would indicate that the carrying value of the assets may not be recoverable. The measurement of an impairment loss to be recognized is based upon the difference between the estimated fair value and the carrying amounts of the assets. Fair value is generally determined based upon a discounted cash flow analysis.

See further discussion in Note 14—Leases.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date. A valuation allowance is established for deferred tax assets when it is more likely than not that some portion or all of the deferred tax assets will not be realized. Realization is dependent on generating sufficient future taxable income or the reversal of deferred tax liabilities during the periods in which those temporary differences become deductible. Forecasted financial performance is not used as evidence until such time as the Company has cumulative pretax income for a rolling 36-month period. The Company evaluates its tax positions by determining if it is more likely than not a tax position is sustainable upon examination, based upon the technical merits of the position, before any of the benefit is recorded for financial statement purposes. The benefit is measured as the largest dollar amount of the position that is more likely than not to be sustained upon settlement. Previously recorded benefits that no longer meet the more likely than not threshold are charged to earnings in the period that the determination is made. Interest and penalties accrued related to unrecognized tax benefits are charged to the provision for (benefit from) income taxes in the accompanying consolidated statements of comprehensive income (loss). See further discussion in Note 13—Income Taxes.

Contingencies

The Company accounts for contingencies in accordance with ASC 450, *Contingencies*. For loss contingencies, such as potential legal settlements, the Company records an estimated loss when payment is considered probable and the amount of loss is reasonably estimable. In assessing loss contingencies related to legal proceedings that are pending against the Company, the Company evaluates the perceived merits of the legal proceedings as well as the perceived merits of the amount of relief sought or expected to be sought therein. If a loss is considered probable but the best estimate of the loss can only be identified within a range and no specific amount within that range is more likely, then the minimum of the range is accrued. Legal and related professional services costs to defend litigation are expensed as incurred. Insurance recoveries related to potential claims are recognized up to the amount of the recorded liability when coverage is confirmed and the estimated recoveries are probable of payment. These recoveries are not netted against the related liabilities for financial statement presentation. Additionally, for any potential gain contingencies, the Company does not recognize the gain until the period that all contingencies have been resolved and the amounts are realizable. See further discussion in Note 15—Commitments and Contingencies.

Fair Value Measurements

Fair value is a market-based measurement, not an entity-specific measurement and is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. An entity is permitted to measure certain financial assets and financial liabilities at fair value with changes in fair value recognized in earnings each period. The Company has not elected to use the fair value option for any of its financial assets and financial liabilities that are not already recorded at fair value. Carrying values of financial instruments classified as current assets and current liabilities approximate fair value, due to their short-term nature.

Fair Value Hierarchy—As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity. Fair value is determined for assets and liabilities, based upon significant levels of observable or unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. This hierarchy requires the use of observable market data when available. These two types of inputs have created the following fair value hierarchy:

Level 1—Quoted prices for identical instruments in active markets.

Level 2—Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3—Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable and include situations where there is little, if any, market activity for the asset or liability.

Determination of Fair Value—If quoted market prices are not available, fair value is based upon internally developed valuation techniques that use, where possible, current market-based or independently sourced market parameters, such as interest and currency rates. Assets or liabilities valued using such internally generated valuation techniques are classified according to the lowest level input or value driver that is significant to the valuation. Thus, an item may be classified in Level 3 even though there may be some significant inputs that are readily observable. See further discussion in Note 16—Fair Value Measurements.

Segment Reporting

The Company maintains discrete financial information for each of its twelve theme parks, which is used by the Chief Operating Decision Maker (“CODM”), as a basis for allocating resources and assessing performance. Each theme park has been identified as an operating segment and meets the criteria for aggregation due to similar economic characteristics. In addition, all of the theme parks provide similar products and services and share similar processes for delivering services. The theme parks have a high degree of similarity in the workforces and target similar consumer groups. Accordingly, based on these economic and operational similarities and the way the CODM monitors and makes decisions affecting the operations, the Company has concluded that its operating segments may be aggregated and that it has one reportable segment.

Derivative Instruments and Hedging Activities

ASC 815, *Derivatives and Hedging*, provides the disclosure requirements for derivatives and hedging activities with the intent to provide users of financial statements with an enhanced understanding of: (i) how and why an entity uses derivative instruments, (ii) how the entity accounts for derivative instruments and related hedged items, and (iii) how derivative instruments and related hedged items affect an entity’s financial position, results of operations and cash flows. Further, qualitative disclosures are required that explain the Company’s objectives and strategies for using derivatives, as well as quantitative disclosures about the fair value of, and gains and losses on, derivative instruments, and disclosures about credit-risk-related contingent features in derivative instruments.

As required by ASC 815, the Company records all derivatives, if any, on the balance sheet at fair value as either assets or liabilities. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. For derivatives designated and that qualify as cash flow hedges of interest rate risk, the changes in fair value of the derivative contract are recorded in accumulated other comprehensive income (loss), net of taxes, and subsequently reclassified into interest expense in the same period during which the hedged transaction affects earnings.

Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge certain of its risk, even though hedge accounting does not apply or the Company elects not to apply hedge accounting. See further discussion in Note 12–Derivative Instruments and Hedging Activities.

3. RECENT ACCOUNTING PRONOUNCEMENTS

The Company reviews new accounting pronouncements as they are issued or proposed by the Financial Accounting Standards Board (“FASB”). There are no recent accounting pronouncements or recently implemented accounting standards that are expected to have a material impact on the Company’s consolidated financial statements or disclosures.

4. REVENUES

Deferred revenue primarily includes revenue associated with pass products, admission or in-park products or services with a future intended use date and contract liability balances related to licensing and international agreements collected in advance of the Company satisfying its performance obligations and is expected to be recognized in future periods. At December 31, 2022 and 2021, \$14.2 million and \$14.5 million, respectively, is included in other liabilities in the accompanying consolidated balance sheets related to the long-term portion of deferred revenue, which primarily relates to the Company’s international agreement, as discussed in the following section.

The following table reflects the Company’s deferred revenue balance as of December 31, 2022 and 2021:

	2022	2021
	<i>(In thousands)</i>	
Deferred revenue, including long-term portion.....	\$ 183,772	\$ 169,333
Less: Deferred revenue, long-term portion, included in other liabilities	14,237	14,540
Deferred revenue, short-term portion	<u>\$ 169,535</u>	<u>\$ 154,793</u>

The Company estimates substantially all of the deferred revenue, short term portion, balance outstanding as of December 31, 2021 was recognized as revenue during the twelve months ended December 31, 2022. For certain admission products, the Company estimated timing of redemption using average historical redemption rates.

International Agreements

The Company has previously received \$10.0 million in deferred revenue which is recorded in other liabilities related to a nonrefundable payment received from a partner in connection with a project in the Middle East to provide certain services pertaining to the planning and design of SeaWorld Abu Dhabi, a marine life theme park on Yas Island (the “Middle East Project”), with funding received expected to offset internal expenses. The Middle East Project is on track with the park expected to open in 2023. The Company also receives additional funds from its partner related to agreed-upon services and reimbursements of costs incurred by the Company on behalf of the Middle East Project (the “Middle East Services Agreements”).

Revenue and expenses associated with the Middle East Project will begin to be recognized when substantially all the services have been performed which is anticipated to occur in 2023, when SeaWorld Abu Dhabi is expected to open. Revenue and expenses associated with the Middle East Services Agreements will be recognized upon completion of the respective performance obligations.

As a result of the Middle East Project, approximately \$0.5 million of costs incurred by the Company are recorded in prepaid expenses and other current assets as of December 31, 2022 and approximately \$11.2 million, \$8.4 million and \$5.9 million of other related costs incurred are recorded in other assets in the accompanying consolidated balance sheets as of December 31, 2022, 2021, and 2020, respectively. Separately, deferred revenue of approximately \$0.6 million is recorded in deferred revenue as of December 31, 2022 and approximately \$14.2 million, \$12.5 million and \$11.9 million of long-term deferred revenue is recorded in other liabilities in the accompanying consolidated balance sheets as of December 31, 2022, 2021 and 2020, respectively, related to the Middle East Project, which includes the \$10.0 million nonrefundable payment previously discussed for each period.

As a result of the Middle East Services Agreements, approximately \$2.0 million of costs incurred by the Company are recorded in prepaid expenses and other current assets as of December 31, 2022 and approximately \$1.2 million of costs are recorded in other assets as of December 31, 2021 in the accompanying consolidated balance sheets. Separately, deferred revenue of approximately \$5.1 million is recorded in deferred revenue as of December 31, 2022 and approximately \$2.0 million is recorded in other liabilities as of December 31, 2021 in the accompanying consolidated balance sheets.

5. EARNINGS (LOSS) PER SHARE

Earnings (loss) per share is computed as follows:

	Year Ended December 31,								
	2022			2021			2020		
	Net Income	Shares	Per Share Amount	Net Income	Shares	Per Share Amount	Net Loss	Shares	Per Share Amount
	<i>(In thousands, except per share amounts)</i>								
Basic earnings (loss) per share	\$ 291,190	69,607	\$ 4.18	\$ 256,513	78,302	\$ 3.28	\$(312,321)	78,194	\$ (3.99)
Effect of dilutive incentive-based awards		673			1,273			—	
Diluted earnings (loss) per share	<u>\$ 291,190</u>	<u>70,280</u>	<u>\$ 4.14</u>	<u>\$ 256,513</u>	<u>79,575</u>	<u>\$ 3.22</u>	<u>\$(312,321)</u>	<u>78,194</u>	<u>\$ (3.99)</u>

In accordance with ASC 260, *Earnings Per Share*, basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period (excluding treasury stock and unvested restricted stock awards). Unvested restricted stock awards are eligible to receive dividends, if any; however, dividend rights will be forfeited if the award does not vest. Accordingly, only vested shares of formerly restricted stock are included in the calculation of basic earnings (loss) per share. The weighted average number of repurchased shares during the period, if any, which are held as treasury stock, are excluded from shares of common stock outstanding.

Diluted earnings (loss) per share is determined using the treasury stock method based on the dilutive effect of certain unvested restricted stock awards and certain shares of common stock that are issuable upon exercise of stock options. During the years ended December 31, 2022 and 2021, there were approximately 277,000 and 146,000 anti-dilutive shares of common stock excluded from the computation of diluted earnings per share, respectively. During the year ended December 31, 2020, there were approximately 2,253,000 potentially dilutive shares of common stock excluded from the computation of diluted loss per share as their effect would have been anti-dilutive due to the Company’s net loss in the period.

The Company’s outstanding performance-vesting restricted stock awards are considered contingently issuable shares and are excluded from the calculation of diluted earnings per share until the performance measure criteria is met as of the end of the reporting period. For the years ended December 31, 2022 and 2021, approximately 236,000 and 352,000 performance-vesting restricted stock awards had met their performance criteria for their respective performance years as of the end of the reporting periods, respectively, and are therefore included in the calculation of diluted earnings per share. See further discussion in Note 18—Equity-Based Compensation.

6. INVENTORIES

Inventories as of December 31, 2022 and 2021 consisted of the following:

	2022	2021
	<i>(In thousands)</i>	
Merchandise	\$ 49,422	\$ 23,960
Food and beverage.....	5,768	5,518
Total inventories.....	<u>\$ 55,190</u>	<u>\$ 29,478</u>

As of December 31, 2022, the increase in merchandise inventory was primarily due to a combination of significant inflationary pressures and increased freight costs along with increased volume purchases and the timing of order deliveries as compared to December 31, 2021.

7. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets as of December 31, 2022 and 2021 consisted of the following:

	2022	2021
	<i>(In thousands)</i>	
Deferred or prepaid insurance	\$ 6,797	\$ 5,319
Prepaid marketing and advertising costs	1,046	824
Other	20,417	11,120
Total prepaid expenses and other current assets.....	<u>\$ 28,260</u>	<u>\$ 17,263</u>

As of December 31, 2022, prepaid expenses and other current assets includes approximately \$3.1 million in advanced funds and approximately \$2.5 million in costs incurred related to the Company's international services agreements. See further discussion in Note 1—Summary of Significant Accounting Policies and Note 4—Revenues.

8. PROPERTY AND EQUIPMENT, NET

The components of property and equipment, net as of December 31, 2022 and 2021, consisted of the following:

	2022	2021
	<i>(In thousands)</i>	
Land.....	\$ 286,200	\$ 286,200
Land improvements	452,276	417,931
Buildings.....	814,729	753,209
Rides, attractions and equipment.....	1,736,206	1,665,122
Animals.....	141,083	142,017
Construction in progress.....	145,598	120,829
Less: accumulated depreciation.....	(1,869,413)	(1,740,144)
Total property and equipment, net.....	<u>\$ 1,706,679</u>	<u>\$ 1,645,164</u>

Depreciation expense was approximately \$151.5 million, \$146.5 million, and \$148.0 million for the years ended December 31, 2022, 2021 and 2020, respectively.

For the years ended December 31, 2022, 2021 and 2020, the Company recorded approximately \$7.2 million, \$6.6 million and \$6.7 million, respectively, in fixed asset write-offs, which is included in operating expenses in the accompanying consolidated statement of comprehensive income (loss).

See Note 1—Description of the Business, *Impact of Global COVID-19 Pandemic*, for further details regarding proactive measures the Company took starting in March 2020 relating to its capital expenditures including delaying the opening of certain new rides.

9. GOODWILL AND TRADE NAMES/TRADEMARKS, NET

Goodwill, Net

Goodwill, net, at December 31, 2022 and 2021 relates to the Company's Discovery Cove reporting unit. The Company performed an annual qualitative assessment in the fourth quarter of 2022 and 2021 and concluded that further evaluation was unnecessary.

Trade Names/Trademarks, Net

During the fourth quarter of 2022 and 2021, the Company performed a qualitative assessment for its indefinite-lived intangible assets and concluded that further evaluation was unnecessary.

Trade names/trademarks, net, at December 31, 2022 and 2021, consisted of the following:

	Weighted Average Amortization Period	Gross Carrying Amount	Accumulated Amortization <i>(In thousands)</i>	Net Carrying Value
Trade names/trademarks - indefinite lives		\$ 157,000	\$ —	\$ 157,000
Trade names/trademarks - finite lives	9.3 years	12,900	12,900	—
Total trade names/trademarks, net		<u>\$ 169,900</u>	<u>\$ 12,900</u>	<u>\$ 157,000</u>

10. OTHER ACCRUED LIABILITIES

Other accrued liabilities as of December 31, 2022 and 2021, consisted of the following:

	2022	2021
	<i>(In thousands)</i>	
Accrued interest	\$ 18,483	\$ 17,372
Accrued taxes	3,284	784
Self-insurance reserve	8,608	8,210
Other	16,539	19,445
Total other accrued liabilities	<u>\$ 46,914</u>	<u>\$ 45,811</u>

As of December 31, 2022 and 2021, other accrued liabilities above includes approximately \$10.9 million related to certain contractual liabilities arising from the temporary COVID-19 park closures.

As of December 31, 2022 and 2021, accrued interest above primarily relates to interest associated with the Company's senior notes issued in August 2021, for which interest is paid bi-annually in February and August and the first-priority senior secured notes issued in April 2020, for which interest is paid bi-annually in November and May. See further discussion in Note 11—Long-Term Debt.

11. LONG-TERM DEBT

Long-term debt, net, as of December 31, 2022 and 2021 consisted of the following:

	2022	2021
	<i>(In thousands)</i>	
Term B Loans (effective interest rate of 7.44% and 3.50% at December 31, 2022 and 2021, respectively)	\$ 1,185,000	\$ 1,197,000
Senior Notes due 2029 (interest rate of 5.25%)	725,000	725,000
First-Priority Senior Secured Notes due 2025 (interest rate of 8.75%)	227,500	227,500
Total long-term debt	2,137,500	2,149,500
Less: unamortized discounts and debt issuance costs	(26,441)	(32,665)
Less: current maturities	(12,000)	(12,000)
Total long-term debt, net	<u>\$ 2,099,059</u>	<u>\$ 2,104,835</u>

Refinancing Transactions

On August 25, 2021 (the "Closing Date"), SEA entered into a Restatement Agreement (the "Restatement Agreement") pursuant to which SEA amended and restated its then existing senior secured credit agreement dated as of December 1, 2009 (as amended, restated, supplemented or otherwise modified from time to time, and the senior secured credit facilities thereunder (the "Existing Secured Credit Facilities"), and, as amended and restated by the Restatement Agreement (the "Amended and Restated Credit Agreement").

The Amended and Restated Credit Agreement provides for senior secured financing of up to \$1,585.0 million, consisting of:

- (i) a first lien term loan facility (the “Term Loan Facility” and the loans thereunder, the “Term B Loans”), in an aggregate principal amount of \$1,200.0 million which was fully drawn on the Closing Date. The Term Loan Facility will mature on August 25, 2028; and
- (ii) a first lien revolving credit facility (the “Revolving Credit Facility” (and the loans thereunder, the “Revolving Loans”) and, together with the Term Loan Facility, the “Senior Secured Credit Facilities”), in an aggregate committed principal amount of \$385.0 million, including both a letter of credit sub-facility and a swingline loan sub-facility. The Revolving Credit Facility will mature on August 25, 2026. On June 9, 2022, SEA entered into an incremental amendment to the Amended and Restated Credit Agreement to increase the revolving facility commitments under the Revolving Credit Facility by \$5.0 million bringing the aggregate committed principal amount to \$390.0 million as of such date.

Also on the Closing Date, SEA completed a private offering of \$725.0 million aggregate principal amount of 5.250% unsecured senior notes due 2029 (the “Senior Notes”). See Senior Notes section which follows for more details.

The Company used proceeds of the Term B Loans drawn on the Closing Date, together with the proceeds from the offering of the Senior Notes and cash on hand, to fully redeem the remaining \$400.0 million of SEA’s then outstanding 9.500% second-priority senior secured notes due 2025 (the “Second-Priority Senior Secured Notes”) (the “Full Redemption”), to refinance the SEA’s Existing Secured Credit Facilities, and to pay related expenses of the offering and refinancing (collectively, the “Refinancing Transactions”). As a result of the Refinancing Transactions, on the Closing Date, SEA terminated its Existing Secured Credit Facilities and associated Term B-5 Loans and repaid all of its related outstanding obligations in respect of principal, interest and fees.

Prior to the Refinancing Transactions, on July 14, 2021, SEA completed a redemption of \$50.0 million of its then outstanding Second-Priority Senior Secured Notes and separately on August 25, 2021, SEA completed another redemption of \$50.0 million of its then outstanding Second-Priority Senior Secured Notes (collectively, the “Partial Redemptions”). Pursuant to the Partial Redemptions, the aggregate principal amount of the Second-Priority Senior Secured Notes were redeemed at a price equal to 103.000% of the respective principal amounts thereof, plus accrued and unpaid interest thereon to, but excluding, the respective redemption dates. In connection with the Refinancing Transactions, SEA also redeemed the remaining \$400.0 million of its Second-Priority Senior Secured Notes (the “Full Redemption”). Pursuant to the Full Redemption, all of the aggregate principal amount of the Second-Priority Senior Secured Notes were redeemed at a price equal to the sum of (a) 100.000% of the outstanding principal amount of the Second-Priority Senior Secured Notes redeemed pursuant to the Full Redemption plus (b) approximately \$34.3 million related to the Applicable Premium (as defined in the respective indenture), which is included in loss on early extinguishment of debt and write-off of discounts and debt issuance costs for the year ended December 31, 2021, plus (c) accrued and unpaid interest thereon to, but excluding, the redemption date.

Discounts and Debt Issuance Costs

In connection with the Refinancing Transactions, SEA recorded a discount of \$12.0 million and debt issuance costs of \$12.7 million, of which \$2.8 million were paid directly to lenders, during the year ended December 31, 2021. Additionally, SEA wrote-off debt issuance costs and discounts of \$21.5 million which is included in loss on early extinguishment of debt and write-off of discounts and debt issuance costs in the accompanying consolidated statement of comprehensive income (loss) for the year ended December 31, 2021.

In connection with the issuance of the First-Priority Senior Secured Notes and Second-Priority Senior Secured Notes, and as a result of certain amendments in 2020 to SEA’s then existing senior secured credit agreement, as previously disclosed, SEA recorded discounts and fees of approximately \$21.9 million, of which approximately \$13.8 million were paid directly to lenders, during the year ended December 31, 2020.

Senior Secured Credit Facilities

Borrowings under the Term B Loans bear interest at a fluctuating rate per annum equal to, at the Company’s option, (i) a base rate equal to the higher of (a) the federal funds rate plus 1/2 of 1%, (b) the rate of interest quoted in the print edition of the Wall Street Journal, Money Rates Section as the prime rate as in effect from time to time and (c) one-month Adjusted LIBOR plus 1% per annum (provided that in no event shall such ABR rate with respect to the Term B Loans be less than 1.50% per annum) (“ABR”), in each case, plus an applicable margin of 2.00% or (ii) a LIBOR rate for the applicable interest period (provided that in no event shall such LIBOR rate with respect to the Term B Loans be less than 0.50% per annum) (“LIBOR”) plus an applicable margin of 3.00%.

Borrowings of the Revolving Loans bear interest at a fluctuating rate per annum equal to, at the Company’s option, (i) ABR (provided that in no event shall such ABR rate with respect to the Revolving Loans be less than 1.00% per annum) plus an applicable margin equal to 1.75% or (ii) LIBOR (provided that in no event shall such LIBOR rate with respect to the Revolving Loans be less than 0.00%) plus an applicable margin of 2.75%. The applicable margin for borrowings of Revolving Loans are subject to one 25 basis point step-down upon achievement by the Company of certain corporate credit ratings, which was achieved during 2022.

In addition to paying interest on the outstanding principal under the Senior Secured Credit Facilities, the Company is required to pay a commitment fee equal to 0.50% per annum to the lenders under the Revolving Credit Facility in respect of the unutilized commitments thereunder. The Company will also be required to pay customary agency fees as well as letter of credit participation fees computed at a rate per annum equal to the applicable margin for LIBOR rate borrowings on the dollar equivalent of the daily stated amount of outstanding letters of credit, plus such letter of credit issuer's customary documentary and processing fees and charges and a fronting fee computed at a rate equal to 0.125% per annum on the daily stated amount of each letter of credit.

The Senior Secured Credit Facilities require scheduled amortization payments on the term loans in quarterly amounts equal to 0.25% of the original principal amount of the Term B Loans, payable quarterly, with the balance to be paid at maturity.

In addition, the Senior Secured Credit Facilities require the Company to prepay outstanding term loan borrowings, subject to certain exceptions, with:

- beginning with the fiscal year ending on December 31, 2022, 50% (which percentage will be reduced to 25% and 0% if the Company satisfies certain net first lien senior secured leverage ratios) of annual excess cash flow, as defined under the Senior Secured Credit Facilities;
- 100% of the net cash proceeds of all non-ordinary course asset sales or other non-ordinary course dispositions of property, in each case subject to certain exceptions and reinvestment rights;
- 100% of the net cash proceeds of any issuance or incurrence of debt, other than proceeds from debt permitted under the Senior Secured Credit Facilities.

The Company may voluntarily repay outstanding loans under the Senior Secured Credit Facilities at any time, without prepayment premium or penalty, except in connection with a repricing event in respect of the term loans as described below, subject to customary "breakage" costs with respect to LIBOR rate loans.

All borrowings under the Revolving Credit Facility are subject to the satisfaction of customary conditions, including the absence of a default or event of default and the accuracy of representations and warranties in all material respects.

All obligations under the Senior Secured Credit Facilities are unconditionally guaranteed by the Company on a limited-recourse basis and each of SEA's existing and future direct and indirect wholly owned material domestic subsidiaries, subject to certain exceptions. The obligations are secured by a pledge of SEA's capital stock directly held by the Company and substantially all of SEA's assets and those of each guarantor (other than the Company), including a pledge of the capital stock of all entities directly held by SEA or the guarantors, in each case subject to exceptions. Such security interests consist of a first-priority lien with respect to the collateral.

As of December 31, 2022, SEA had approximately \$18.4 million of outstanding letters of credit, leaving approximately \$371.6 million available under the Revolving Credit Facility, which was not drawn upon as of December 31, 2022. Subsequent to December 31, 2022, SEA borrowed \$20.0 million on the Revolving Credit Facility for general working capital purposes.

Senior Notes

The Senior Notes will mature on August 15, 2029. Interest on the Senior Notes will accrue at 5.250% per annum and will be paid semi-annually, in arrears on February 15 and August 15 of each year.

On or after August 15, 2024, SEA may redeem the Senior Notes, in whole at any time or in part from time to time, plus accrued and unpaid interest, if any, to, but excluding, the redemption date, if redeemed during the 12-month period commencing on August 15 of the years as follows: (i) in 2024 at 102.625%; (ii) in 2025 at 101.313%; and (iii) in 2026 and thereafter at 100%. In addition, prior to August 15, 2024, SEA may redeem the Senior Notes at its option, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the Senior Notes redeemed, plus the "Applicable Premium" and accrued and unpaid interest, if any, to, but excluding, the redemption date. Notwithstanding the foregoing, subject to the provisions set forth in the Indenture, at any time and from time to time on or prior to August 15, 2024, SEA may redeem in the aggregate up to 40% of the original aggregate principal amount of the Senior Notes (calculated after giving effect to any issuance of additional Senior Notes) in an aggregate amount equal to the net cash proceeds of one or more equity offerings at a redemption price equal to 105.250%, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. Additionally, upon the occurrence of specified change of control events, each holder will have the right to require SEA to repurchase all or any part of such holder's notes at a purchase price in cash equal to 101%.

SEA's obligations under the Senior Notes and related indenture are guaranteed, jointly and severally, on a senior secured basis, by the Guarantors, as defined, in accordance with the provisions of the indenture.

First-Priority Senior Secured Notes

On April 30, 2020, SEA closed on a private offering of \$227.5 million aggregate principal amount of 8.750% first-priority senior secured notes (the “First-Priority Senior Secured Notes”) which mature on May 1, 2025 and have interest payment dates of May 1 and November 1. SEA may redeem the First-Priority Senior Secured Notes at its option, in whole at any time or in part from time to time, plus accrued and unpaid interest, if any, to, but excluding, the redemption date, if redeemed during the 12-month period commencing on May 1 of the years as follows: (i) in 2022 at 104.375%; (ii) in 2023 at 102.188%; and (iii) in 2024 and thereafter at 100%. SEA may also redeem in the aggregate (at a redemption price expressed as a percentage of principal amount thereof): (i) 100% of the First-Priority Senior Secured Notes after certain events constituting a change of control at a redemption price of 101%, plus accrued and unpaid interest, if any, to, but excluding, the redemption date and (ii) up to 40% of the original aggregate principal amount of the First-Priority Senior Secured Notes with amounts equal to the net cash proceeds of certain equity offerings at a redemption price of 108.750%, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

The First-Priority Senior Secured Notes are fully and unconditionally guaranteed by the Company, any subsidiary of the Company that directly or indirectly owns 100% of the issued and outstanding equity interests of SEA, and subject to certain exceptions, each of SEA’s subsidiaries that guarantees SEA’s existing senior secured credit facilities.

Second-Priority Senior Secured Notes

On August 5, 2020, SEA closed on a private offering of \$500.0 million aggregate principal amount of Second-Priority Senior Secured Notes. Net of expenses related to the offering of the Second-Priority Senior Secured Notes and an amendment to its then existing senior secured credit agreement, the Company used a portion of the proceeds from the issuance of the Second-Priority Senior Secured Notes to repay the then outstanding borrowings of \$311.0 million under the Revolving Credit Facility.

The Second-Priority Senior Secured Notes were scheduled to mature on August 1, 2025 and had interest payment dates of February 1 and August 1. See additional discussion in the preceding Refinancing Transactions section regarding the full redemption of the Second-Priority Senior Secured Notes in 2021.

Restrictive Covenants

The Amended and Restated Credit Agreement governing the Senior Secured Credit Facilities and the indentures governing the Senior Notes and First-Priority Senior Secured Notes (collectively, the “Debt Agreements”), contain covenants that limit the ability of the Company, SEA and its restricted subsidiaries to, among other things: (i) incur additional indebtedness or issue certain preferred shares; (ii) make dividend payments on or make other distributions in respect of their capital stock or make other restricted payments; (iii) make certain investments; (iv) sell certain assets; (v) create or permit to exist dividend and/or payment restrictions affecting their restricted subsidiaries; (vi) create liens on assets; (vii) consolidate, merge, sell or otherwise dispose of all or substantially all of their assets; and (viii) enter into certain transactions with their affiliates. These covenants are subject to a number of important limitations and exceptions and are based, in part on the Company’s ability to satisfy certain tests and engage in certain transactions based on Covenant Adjusted EBITDA, as defined in the related Debt Agreements. Covenant Adjusted EBITDA includes certain adjustments permitted under the relevant agreements, including but not limited to estimated cost savings, recruiting and retention costs, public company compliance costs, litigation and arbitration costs and other costs and adjustments as permitted under the Debt Agreements.

The Debt Agreements contain certain customary events of default, including relating to a change of control. If an event of default occurs, the lenders under the Debt Agreements will be entitled to take various actions, including the acceleration of amounts due under the Debt Agreements and all actions permitted to be taken by a secured creditor in respect of the collateral securing the Debt Agreements.

The Revolving Credit Facility requires that the Company, commencing as of the last day of the first full fiscal quarter after the Closing Date and subject to a testing threshold, comply on a quarterly basis with a maximum net first lien senior secured leverage ratio of 6.25 to 1.00. The testing threshold will be satisfied (and therefore the covenant must be complied with at the end of such quarter) if the aggregate amount of funded loans and issued letters of credit (excluding up to \$30.0 million of undrawn letters of credit under the Revolving Credit Facility and letters of credit that are cash collateralized) under the Revolving Credit Facility on such date exceeds an amount equal to 35% of the then-outstanding commitments under the Revolving Credit Facility.

The Debt Agreements permit an unlimited capacity for restricted payments if the net total leverage ratio on a pro forma basis does not exceed 4.25 to 1.00 after giving effect to the payment of any such restricted payment. As of December 31, 2022, the net total leverage ratio as calculated under the Debt Agreements was 2.78 to 1.00.

As of December 31, 2022, SEA was in compliance with all covenants contained in the documents governing the Debt Agreements.

Long-term debt at December 31, 2022, is repayable as follows and does not include the impact of any future voluntary prepayments:

Years Ending December 31,	(In thousands)
2023.....	\$ 12,000
2024.....	12,000
2025.....	239,500
2026.....	12,000
2027.....	12,000
Thereafter.....	1,850,000
Total.....	<u>\$ 2,137,500</u>

Interest Rate Swap Agreements

The Company previously had five interest rate swap agreements (the “Interest Rate Swap Agreements”) which effectively fixed the interest rate on the LIBOR-indexed interest payments associated with \$1.0 billion of SEA’s outstanding long-term debt. The Interest Rate Swap Agreements expired on May 14, 2020.

SEA designated the Interest Rate Swap Agreements above as qualifying cash flow hedge accounting relationships as further discussed in Note 12–Derivative Instruments and Hedging Activities which follows.

Cash paid for interest relating to the Senior Secured Credit Facilities, the Senior Notes, the First-Priority Senior Secured Notes, the Second-Priority Senior Secured Notes and the Interest Rate Swap Agreements, net of amounts capitalized, as applicable, was \$110.9 million, \$116.1 million and \$73.7 million during the years ended December 31, 2022, 2021 and 2020, respectively. See Note 10–Other Accrued Liabilities for accrued interest included in the accompanying consolidated balance sheets as of December 31, 2022 and 2021.

12. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity and credit risk primarily by managing the amount, sources and duration of its debt funding and at times through the use of derivative financial instruments. Specifically, the Company has previously entered into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company’s derivative financial instruments, if any, are used to manage differences in the amount, timing and duration of the Company’s known or expected cash receipts and its known or expected cash payments principally related to the Company’s borrowings. The Company does not speculate using derivative instruments.

In May 2020, the Company’s Interest Rate Swap Agreements expired. As such, the Company did not have any derivative instruments outstanding as of December 31, 2022 and 2021.

Cash Flow Hedges of Interest Rate Risk

The Company’s objectives in using interest rate derivatives were to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily used interest rate swaps at times as part of its interest rate risk management strategy. During the year ended December 31, 2020, such derivatives were used to hedge a portion of the variable cash flows associated with existing variable-rate debt.

The Interest Rate Swap Agreements were designated as cash flow hedges of interest rate risk. The changes in the fair value of derivatives designated and that qualify as cash flow hedges were recorded in accumulated other comprehensive income (loss) and were subsequently reclassified into earnings in the period that the hedged forecasted transaction affected earnings. Amounts reported in accumulated other comprehensive income (loss) related to derivatives were reclassified to interest expense as interest payments were made on the Company’s variable-rate debt.

Tabular Disclosure of the Effect of Derivative Instruments on the Statements of Comprehensive Income (Loss)

The table below presents the pre-tax effect of the Company's derivative financial instruments in the accompanying consolidated statements of comprehensive income (loss) for the year ended December 31, 2020:

	<u>Year Ended December 31,</u> <u>2020</u>
	<i>(In thousands)</i>
Derivatives in Cash Flow Hedging Relationships:	
Loss recognized in accumulated other comprehensive income (loss)	\$ (370)
Amounts reclassified from accumulated other comprehensive income (loss) to interest expense	\$ 2,501

Changes in Accumulated Other Comprehensive Income (Loss)

The following table reflects the changes in accumulated other comprehensive income (loss), net of tax, for the year ended December 31, 2020:

<u>Accumulated other comprehensive income (loss) (In thousands):</u>	<u>(Losses) Gains on</u> <u>Cash Flow Hedges</u>
Accumulated other comprehensive loss at December 31, 2019	(1,559)
Other comprehensive loss before reclassifications	(271)
Amounts reclassified from accumulated other comprehensive loss to interest expense	1,830
Change in other comprehensive income (loss), net of tax	1,559
Accumulated other comprehensive income (loss) at December 31, 2020	<u>\$ —</u>

13. INCOME TAXES

For the years ended December 31, 2022, 2021 and 2020, the provision for (benefit from) income taxes is comprised of the following:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
	<i>(In thousands)</i>		
Current income tax provision			
Federal	\$ (31)	\$ (31)	\$ (136)
State	3,427	3,984	1,020
Foreign	—	—	5
Total current income tax provision	<u>3,396</u>	<u>3,953</u>	<u>889</u>
Deferred income tax provision (benefit):			
Federal	71,642	345	(19,718)
State	23,845	(4,462)	(11,696)
Total deferred income tax provision (benefit)	<u>95,487</u>	<u>(4,117)</u>	<u>(31,414)</u>
Total income tax provision (benefit)	<u>\$ 98,883</u>	<u>\$ (164)</u>	<u>\$ (30,525)</u>

The deferred income tax provision (benefit) represents the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Cash paid for income taxes totaled \$1.6 million, \$5.9 million and \$0.5 million, for the years ended December 31, 2022, 2021 and 2020, respectively.

The components of deferred income tax assets and liabilities as of December 31, 2022 and 2021 are as follows:

	2022	2021
Deferred income tax assets:	<i>(In thousands)</i>	
Acquisition and debt related costs.....	\$ 3,270	\$ 4,292
Net operating losses.....	156,176	199,656
Goodwill impairment.....	53,684	53,677
Self-insurance.....	8,816	7,220
Deferred revenue.....	2,520	2,878
Restricted stock.....	7,911	9,509
Tax credits.....	11,847	10,718
Legal settlements.....	—	855
Lease obligations.....	29,117	29,410
Interest limitation.....	10,120	562
Charitable contributions.....	2,122	3,243
Other.....	5,220	6,115
Total deferred income tax assets.....	290,803	328,135
Valuation allowance.....	(4,601)	(4,775)
Net deferred tax assets.....	286,202	323,360
Deferred income tax liabilities:		
Property and equipment.....	(245,396)	(194,739)
Amortization - Goodwill.....	(60,230)	(55,827)
Amortization - Other intangibles.....	(35,666)	(29,482)
Right of use assets.....	(28,568)	(29,004)
Other.....	(637)	(3,116)
Total deferred income tax liabilities.....	(370,497)	(312,168)
Net deferred income tax (liabilities) assets.....	\$ (84,295)	\$ 11,192

The Company files federal, state and provincial income tax returns in various jurisdictions with varying statute of limitation expiration dates. Under the tax statute of limitations applicable to the Internal Revenue Code of 1986, as amended (the “Code”), the Company is no longer subject to U.S. federal income tax examinations by the Internal Revenue Service for years before 2018. However, because the Company is carrying forward income tax attributes, such as net operating losses and tax credits from 2009 and subsequent years, these attributes can still be audited when utilized on returns filed in the future. The Company has determined that there are no positions currently taken that would rise to a level requiring an amount to be recorded or disclosed as an unrecognized tax benefit. If such positions do arise, it is the Company’s intent that any interest or penalty amount related to such positions will be recorded as a component of the income tax provision in the applicable period.

The Company has federal tax net operating loss carryforwards of approximately \$627.5 million as of December 31, 2022 and state net operating loss carryforwards spread across various jurisdictions with a combined total of approximately \$634.5 million as of December 31, 2022. These net operating loss carryforwards, if not used to reduce taxable income in future periods, will begin to expire in 2030 and 2029, for federal and state tax purposes, respectively.

Realization of the deferred income tax assets, primarily arising from these net operating loss carryforwards and charitable contribution carryforwards, is dependent upon generating sufficient taxable income prior to expiration of the carryforwards, which may include the reversal of deferred tax liability components.

Through December 31, 2020, approximately \$65.6 million of valuation allowances were established for some of the Company’s deferred tax assets, which, based on its analysis at the time, the Company believed did not meet the “more likely than not” criteria and would expire before being realized in future periods. Based on the Company’s assessment of the realizability of its deferred tax assets during the year ended December 31, 2021, which included a review of current and forecasted financial performance as the Company was in a cumulative pretax income position, the Company believed that some of these deferred tax assets met the “more likely than not” criteria and will be realized in future periods before they expire. As a result, the Company reversed its valuation allowances by approximately \$60.8 million during the year ended December 31, 2021.

As of December 31, 2021, the Company had a valuation allowance of approximately \$4.8 million, net of federal tax benefit, on the Company’s deferred tax assets relating to state net operating losses, which, the Company believed did not meet the “more likely than not” criteria and would expire before being realized in future periods. As of December 31, 2022, the Company has a valuation allowance of approximately \$4.6 million, net of federal tax benefit, on the deferred tax assets related to state net operating loss carryforwards. The Company’s valuation allowances, in part, rely on estimates and assumptions related to future financial performance. Given the macroeconomic environment related to the COVID-19 pandemic and the uncertainties regarding the related impact on financial performance, the Company’s valuation allowances may need to be adjusted in the future.

The Inflation Reduction Act (“IRA”) of 2022 was signed into law on August 16, 2022. This legislation includes a 15% corporate alternative minimum tax and a 1% excise tax on stock repurchases among its key tax provisions effective for years beginning after December 31, 2022. The Company is continuing to evaluate the existing guidance but does not anticipate a material impact for either of these provisions. The Company will continue to evaluate the impact of the IRA as additional information becomes available.

The reconciliation between the statutory income tax rate and the Company’s effective income tax provision (benefit) rate for the years ended December 31, 2022, 2021 and 2020, is as follows:

	2022		2021		2020	
	Amount	%	Amount	%	Amount	%
	<i>(In thousands)</i>					
Income tax at federal statutory rates	\$ 81,915	21.00	% \$ 53,833	21.00	% \$ (71,998)	21.00
State taxes, net of federal benefit.....	17,103	4.38	12,070	4.71	(15,816)	4.61
Equity-based compensation	(9,839)	(2.52)	(8,051)	(3.14)	(485)	0.14
Tax credits.....	(205)	(0.05)	(137)	(0.05)	(304)	0.09
Impact of state rate changes.....	4,460	1.14	(753)	(0.29)	(3,906)	1.14
Officer's compensation limitation.....	4,612	1.18	3,437	1.34	95	(0.03)
Valuation allowance - state.....	—	—	(13,756)	(5.37)	10,450	(3.05)
Valuation allowance - federal.....	—	—	(47,061)	(18.36)	49,951	(14.57)
Other	837	0.22	254	0.10	1,488	(0.43)
Income tax provision (benefit).....	<u>\$ 98,883</u>	<u>25.35</u>	<u>% \$ (164)</u>	<u>(0.06)</u>	<u>% \$ (30,525)</u>	<u>8.90</u>

14. LEASES

The Company leases land, warehouse and office space, and equipment, which are classified as either operating or finance leases. The Company’s most significant lease is a long-term land lease with the City of San Diego covering approximately 190 acres, including approximately 17 acres of water in Mission Bay Park, California (the “Premises”). While there are no financial restrictions or covenants imposed by the Premises lease, there are certain operational restrictions in that the Premises must be used as a marine park facility and the Company may not operate another marine park facility within 560 miles of the City of San Diego.

The lease term for the Premises ends in June 2048 and the annual rent under the lease is variable and calculated on the basis of a specified percentage of the Company’s gross income from the Premises (the “Percentage Rent”), or the minimum yearly rent (the “Minimum Rent”), whichever is greater.

The required annual rent payments for the Premises is adjusted every three years to an amount equal to 80% of the average accounting year rent actually paid for the three previous years, with the annual minimum rent calculated as approximately \$10.4 million through each of the years ended December 31, 2022, 2021 and 2020. The Company is awaiting the City of San Diego’s confirmation of the new adjusted minimum yearly rent, which will be effective as of January 1, 2023.

The annual rent payments may vary from the base rent due to a shift of seasonal performance results. Rent payments related to the Premises for the years ended December 31, 2022, 2021 and 2020 were approximately \$13.6 million (including approximately \$1.0 million remitted in 2022 related to 2021 and certain other fees), \$11.1 million (including approximately \$1.6 million remitted in 2021 related to 2020 Percentage Rent) and \$0.5 million, respectively. The Company’s gross income from the Premises was significantly impacted during the year ended December 31, 2020 due to the temporary park closures, limited reopenings, modified operations and capacity restrictions resulting from the impact of the COVID-19 pandemic and related government restrictions in San Diego. Due to these factors, the Company deferred a payment of \$8.3 million related to the Minimum Rent for the year ended December 31, 2020 (the “2020 Minimum Rent Payment”). As such, approximately \$10.9 million and \$10.8 million is included primarily in accounts payable and accrued expenses on the accompanying consolidated balance sheets as of December 31, 2022 and 2021, respectively, primarily related to the 2020 Minimum Rent Payment, the timing of the respective December rent payments, and certain accrued fees. Operating lease liabilities and long-term operating lease liabilities on the accompanying consolidated balance sheets as of December 31, 2022 and 2021 and the lease maturities as of December 31, 2022 are not adjusted for these deferred payments.

The tables below present the lease balances and their classification in the accompanying consolidated balance sheets as of December 31, 2022 and 2021:

	Classification	December 31,	December 31,
		2022	2021
Assets:			
		<i>(In thousands)</i>	
Operating leases	Right of use assets - operating	\$ 130,479	\$ 132,217
Finance leases	Other assets, net	2,353	2,824
Total lease assets		<u>\$ 132,832</u>	<u>\$ 135,041</u>
Liabilities:			
Current			
Operating leases	Operating lease liabilities	\$ 3,387	\$ 2,895
Finance leases	Other accrued liabilities	171	486
Noncurrent			
Operating leases	Long-term operating lease liabilities	115,396	117,046
Finance leases	Other liabilities	2,284	2,453
Total lease liabilities		<u>\$ 121,238</u>	<u>\$ 122,880</u>

The table below presents the lease costs and their classification in the accompanying consolidated statements of comprehensive income (loss) for the years ended December 31, 2022, 2021 and 2020:

	Classification	2022	2021	2020
			<i>(In thousands)</i>	
Operating lease cost	Operating expenses	\$ 13,177	\$ 13,200	\$ 13,966
Operating lease cost	Selling, general and administrative expenses	337	415	425
Finance lease cost				
Amortization of leased assets	Depreciation and amortization	469	817	844
Interest on lease liabilities	Interest expense	83	123	176
Net lease cost		<u>\$ 14,066</u>	<u>\$ 14,555</u>	<u>\$ 15,411</u>

In addition to the operating lease costs above, short-term rent expense for the years ended December 31, 2022, 2021 and 2020 were approximately \$4.6 million, \$2.7 million and \$2.1 million, respectively, and variable rent expense for the years ended December 31, 2022, 2021 and 2020 were \$4.6 million, \$3.8 million and \$4.9 million, respectively. The short-term and variable rent expense amounts are included primarily in operating expenses in the accompanying consolidated statements of comprehensive income (loss).

The table below presents the Company's lease maturities as of December 31, 2022:

Years Ending December 31,	Operating leases			Finance leases
	Land lease	Other operating leases	Total operating leases	
			<i>(In thousands)</i>	
2023	\$ 10,401	\$ 2,432	\$ 12,833	\$ 242
2024	10,401	1,825	12,226	208
2025	10,401	1,422	11,823	201
2026	10,401	1,456	11,857	200
2027	10,401	225	10,626	198
Thereafter	213,227	845	214,072	1,994
Total lease payments	265,232	8,205	273,437	3,043
Less: Imputed interest	(153,494)	(1,160)	(154,654)	(588)
Lease liabilities	<u>\$ 111,738</u>	<u>\$ 7,045</u>	<u>\$ 118,783</u>	<u>\$ 2,455</u>

The table below presents the weighted average remaining lease terms and applicable discount rates as of December 31, 2022 and 2021:

	2022	2021
Weighted average remaining lease term (years):		
Operating leases.....	24.27	25.26
Finance leases.....	15.08	14.23
Weighted average discount rate:		
Operating leases.....	8.16%	8.15%
Finance leases.....	3.07%	3.37%

The table below presents the cash flows and supplemental information associated with the Company's leasing activities for the years ended December 31, 2022, 2021 and 2020:

	2022	2021	2020
		<i>(In thousands)</i>	
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases.....	\$ 12,934	\$ 13,190	\$ 3,938
Operating cash flows from finance leases.....	\$ 83	\$ 123	\$ 176
Financing cash flows from finance leases.....	\$ 485	\$ 841	\$ 806
Right of use assets obtained in exchange for lease liabilities:			
Finance leases.....	\$ —	\$ 32	\$ 938
Operating leases.....	\$ 3,174	\$ 143	\$ —

15. COMMITMENTS AND CONTINGENCIES

The Company has commenced construction of certain new theme park attractions and other projects under contracts with various third parties. As of December 31, 2022, excluding certain amounts related to the License Agreement with Sesame Workshop as described below, additional capital payments of approximately \$219.6 million are necessary to complete these projects. The majority of these projects are expected to be completed in 2023 or 2024.

License Agreements

Pursuant to a license agreement ("License Agreement") with Sesame Workshop, the Company pays a specified annual license fee, as well as a specified royalty based on revenues earned in connection with sales of licensed products, all food and beverage items utilizing the licensed elements and any events utilizing such elements if a separate fee is paid for such event. The Company's principal commitments pursuant to the License Agreement include, among other items, the opening of a second standalone park ("Standalone Park") (the Company opened the Standalone Park in San Diego on March 26, 2022) and minimum annual capital and marketing thresholds. After the opening of the second Standalone Park (counting the existing Sesame Place Standalone Park in Langhorne, Pennsylvania), SEA has the option to build additional Standalone Parks in the Sesame Territory within agreed upon timelines. The License Agreement has an initial term through December 31, 2031, with an automatic additional 15-year extension plus a five-year option added to the term of the License Agreement from December 31st of the year of each new Standalone Park opening. As of December 31, 2022, the Company estimates the combined remaining liabilities and obligations for the License Agreement commitments could be up to approximately \$25.0 million over the remaining term of the agreement. See further discussion concerning royalty payments for the year 2021 in the Sesame Workshop Arbitration section which follows.

ABI has granted the Company a perpetual, exclusive, worldwide, royalty-free license to use the Busch Gardens trademark and certain related domain names in connection with the operation, marketing, promotion and advertising of certain of the Company's theme parks, as well as in connection with the production, use, distribution and sale of merchandise sold in connection with such theme parks. Under the license, the Company is required to indemnify ABI against losses related to the use of the marks.

Legal Proceedings

Securities Class Action Lawsuit

On June 14, 2018, a lawsuit captioned Highfields Capital I LP et al v. SeaWorld Entertainment, Inc. et al, was filed in the United States District Court in the Southern District of California against the Company and certain of the Company's former and present executive officers. The plaintiffs allege, among other things, that the Defendants made false and misleading statements in violation of the federal securities laws and Florida common law, regarding the impact of the film *Blackfish* on SeaWorld's business. The complaint further alleges that such statements were made to induce Plaintiffs to purchase common stock of the Company at artificially-inflated prices and that Plaintiffs suffered investment losses as a result. In May 2022, the parties reached a resolution of

the matter, and the case has now been dismissed with prejudice. The full settlement amount is not considered material and was paid in the second quarter of 2022.

Sesame Workshop Arbitration

On February 4, 2022, Sesame Workshop delivered notice asserting that the Company failed to pay an additional royalty payment for 2021 under the License Agreement. The Company had previously recorded the additional amount claimed but disputes the application and calculation of the additional payment. The amount accrued is the Company's best estimate and, at this time, the Company does not anticipate any exposure to loss in excess of amounts accrued to be material. On June 27, 2022, Sesame Workshop initiated arbitration pursuant to the License Agreement. The Company intends to vigorously defend its position.

Other Lawsuits

In October 2018, the Company received a demand letter from attorneys representing certain former employees who claim that the terms of their respective separation agreements entitle them to certain favorable modifications made to certain performance-vesting restricted shares (the "Tranche 3 Shares") issued under the Company's 2013 Omnibus Incentive Plan (the "Plan").

In November 2020, the Company filed in the Court of Chancery of the State of Delaware an action for declaratory judgment seeking a determination that the threatened claims of the former employees are time-barred and without merit. In response, the defendant former employees filed a motion to dismiss or in the alternative to stay and compel arbitration. The parties agreed to arbitrate whether the former employees' claims are subject to arbitration. On October 21, 2021, the arbitrator determined that disputes related to the former employees' claims for the vesting of the Tranche 3 Shares are governed by the forum selection clauses of the equity award amendments rather than the Company's dispute resolution process and notice of the arbitrator's decision was filed with the Court of Chancery. On August 10, 2022, the defendant former employees filed answers, affirmative defenses and counterclaims. On October 10, 2022, the Company filed motions for judgment on the pleadings and to dismiss the counterclaims. The defendant former employees opposed the motions, on November 17, 2022, and the Company filed its reply brief on December 22, 2022. In terms of potential exposure, the value of the total shares at issue for these certain former employees depends largely upon the Company's current share price, which fluctuates daily. Approximately 300,000 shares are at issue. The Company believes that the former employees' claims are without merit and intends to defend vigorously its positions. While there can be no assurance regarding the ultimate outcome of this matter, the Company believes that any potential loss would not be material.

On July 27, 2022, a purported class action was filed in the United States District Court for the Eastern District of Pennsylvania against the Company captioned Quinton Burns individually and Next Friend of K.B., a minor v. SeaWorld Parks & Entertainment, Inc. and SeaWorld Parks & Entertainment LLC, Civil Case No. 2:22-cv-09941. The complaint states the putative class consists of Quinton Burns and K.B. Burns and similarly situated Black people. Plaintiffs then filed an amended complaint adding an additional seven adult and seven minor class representative plaintiffs in which they allege the class consists of themselves and similarly situated minority persons and also disclosed an additional 89 families and 125 children represented by Plaintiffs' counsel who are allegedly members of the purported class (the "First Amended Complaint"). The First Amended Complaint alleges the Company engaged in disparate treatment of Class members based on their race and in so doing violated the Civil Rights Act of 1866 and Pennsylvania common law. The First Amended Complaint seeks compensatory and punitive damages and attorneys' fees and costs as well declarative and injunctive relief. The parties are engaged in discovery. The Company has filed a motion to dismiss all counts. The Company believes that the lawsuit is without merit and intends to defend the lawsuit vigorously. While there can be no assurance regarding the ultimate outcome of the litigation, the Company believes a potential loss, if any, would not be material.

Other Matters

The Company is a party to various other claims and legal proceedings arising in the normal course of business. In addition, from time to time the Company is subject to audits, inspections and investigations by, or receives requests for information from, various federal and state regulatory agencies, including, but not limited to, the U.S. Department of Agriculture's Animal and Plant Health Inspection Service ("APHIS"), the U.S. Department of Labor's Occupational Safety and Health Administration ("OSHA"), the California Occupational Safety and Health Administration ("Cal-OSHA"), the Florida Fish & Wildlife Commission ("FWC"), the Equal Employment Opportunity Commission ("EEOC"), the Internal Revenue Service ("IRS") the U.S. Department of Justice ("DOJ") and the Securities and Exchange Commission ("SEC").

Other than those matters discussed above, from time to time, various parties also bring other lawsuits against the Company. Matters where an unfavorable outcome to the Company is probable and which can be reasonably estimated are accrued. Such accruals, which are not material for any period presented, are based on information known about the matters, the Company's estimate of the outcomes of such matters, and the Company's experience in contesting, litigating and settling similar matters. Matters that are considered reasonably possible to result in a material loss are not accrued for, but an estimate of the possible loss or range of loss is disclosed, if such amount or range can be determined. At this time, management does not expect any such known claims, legal proceedings or regulatory matters to have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

2020 Settled Matters

In 2020, the Company received final court approval of a settlement for a previously disclosed stockholder class action lawsuit, captioned Baker v. SeaWorld Entertainment, Inc., et al. The settlement required the Company to pay \$65.0 million for claims alleging violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as well as the costs of administration and legal fees and expenses. The settlement does not include or constitute an admission, concession, or finding of any fault, liability, or wrongdoing by the Company or any defendant. During the year ended December 31, 2019, the Company recorded \$32.1 million of legal settlement charges, net of insurance recoveries, related to this case, in selling, general and administrative expenses in the accompanying consolidated statements of comprehensive income (loss). The full settlement amount was funded during the year ended December 31, 2020.

In 2020, the Company received final court approval of a settlement for a previously disclosed putative derivative lawsuit captioned Kistenmacher v. Atchison, et al. The Company was a “Nominal Defendant” in the lawsuit. Pursuant to the settlement, the Company received \$12.5 million of insurance proceeds from its insurers and adopted certain corporate governance modifications. During the year ended December 31, 2020, the Company recorded a legal settlement gain of \$12.5 million related to insurance proceeds received in selling, general and administrative expenses in the accompanying consolidated statements of comprehensive income (loss).

16. FAIR VALUE MEASUREMENTS

Of the Company’s long-term obligations as of December 31, 2022 and 2021, the Term B Loans are classified in Level 2 of the fair value hierarchy and the First-Priority Senior Secured Notes and the Senior Notes are classified in Level 1 of the fair value hierarchy. The fair value of the Term B Loans approximates their carrying value, excluding unamortized debt issuance costs and discounts, due to the variable nature of the underlying interest rates and the frequent intervals at which such interest rates are reset. The fair value of the First-Priority Senior Secured Notes and Senior Notes was determined using quoted prices in active markets for identical instruments. See Note 11–Long-Term Debt for further details.

The Company did not have any assets measured on a recurring basis at fair value as of December 31, 2022 and 2021. The Company maintains its long-term liabilities at carrying value, net of unamortized debt issuance costs and discounts, in the consolidated balance sheet.

The following table presents the Company’s estimated fair value measurements and related classifications for liabilities measured on a recurring basis as of December 31, 2022:

	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2022
Liabilities:	<i>(In thousands)</i>			
Long-term obligations ^(a)	\$ 873,675	\$ 1,185,000	\$ —	\$ 2,058,675

(a) Reflected at carrying value, net of unamortized debt issuance costs and discounts, in the consolidated balance sheet as current maturities of long-term debt of \$12.0 million and long-term debt of \$2.099 billion as of December 31, 2022.

The following table presents the Company’s estimated fair value measurements and related classifications for liabilities measured on a recurring basis as of December 31, 2021:

	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2021
Liabilities:	<i>(In thousands)</i>			
Long-term obligations ^(a)	\$ 977,594	\$ 1,197,000	\$ —	\$ 2,174,594

(a) Reflected at carrying value, net of unamortized debt issuance costs and discounts, in the consolidated balance sheet as current maturities of long-term debt of \$12.0 million and long-term debt of \$2.105 billion as of December 31, 2021.

17. RETIREMENT PLAN

The Company sponsors a defined contribution plan, under Section 401(k) of the Internal Revenue Code. The Company makes matching cash contributions, subject to certain restrictions, structured as a 50% match on the first 4% of eligible pay contributed by the employee. In April 2020, the Company matching contribution was temporarily suspended in response to the COVID-19 pandemic and remained suspended through 2021. During 2022, the Company reinstated the matching contribution effective January 1, 2022. The contribution will be made on an annual basis prior to March 31 of the following plan year for eligible employees.

Employer matching contributions, net of forfeitures applied, for the years ended December 31, 2022 and 2020, totaled \$0.4 million and \$1.3 million, respectively, and is included in selling, general and administrative expenses and in operating expenses in the accompanying consolidated statements of comprehensive income (loss).

18. EQUITY-BASED COMPENSATION

Equity compensation expense is included in operating expenses and in selling, general and administrative expenses in the accompanying consolidated statements of comprehensive income (loss) as follows:

	For the Year Ended December 31,		
	2022	2021	2020
	<i>(In thousands)</i>		
Equity compensation expense included in operating expenses.....	\$ 4,427	\$ 9,578	\$ 522
Equity compensation expense included in selling, general and administrative expenses	13,731	30,144	6,945
Total equity compensation expense	<u>\$ 18,158</u>	<u>\$ 39,722</u>	<u>\$ 7,467</u>

Equity compensation expense for the year ended December 31, 2021, includes the impact of certain prior year performance vesting restricted awards which were previously not considered probable of vesting. Equity compensation expense for the year ended December 31, 2020, includes the reversal of expense related to certain performance vesting restricted awards which at the time were no longer considered probable of vesting and also includes the reversal of expense related to outstanding unvested equity awards previously held by the Company's former chief executive officer which were forfeited in connection with his departure.

Total unrecognized equity compensation expense for all equity compensation awards probable of vesting as of December 31, 2022 was approximately \$25.7 million, which is expected to be recognized over a weighted-average period of 1.6 years.

The total fair value of shares which vested during the years ended December 31, 2022, 2021 and 2020 was approximately \$21.8 million, \$13.6 million and \$12.7 million, respectively. The weighted average grant date fair value per share of time-vesting and performance-vesting restricted awards granted during the years ended December 31, 2022, 2021 and 2020 were \$58.08, \$52.12 and \$15.85 per share, respectively.

The activity related to the Company's time-vesting and performance-vesting restricted awards during the year ended December 31, 2022 was as follows:

	Performance-Vesting Restricted Awards					
	Time-Vesting Restricted Awards		Bonus Performance Restricted Awards		Long-Term Incentive Performance Restricted Awards	
	Shares/Units	Weighted Average Grant Date Fair Value per Award	Shares/Units	Weighted Average Grant Date Fair Value per Award	Shares/Units	Weighted Average Grant Date Fair Value per Award
Outstanding at December 31, 2021	938,020	\$ 21.94	111,255	\$ 51.78	990,003	\$ 31.90
Granted	294,901	\$ 53.53	134,063	\$ 64.02	235,671	\$ 60.40
Vested	(666,294)	\$ 16.37	(119,867)	\$ 51.84	(160,008)	\$ 29.13
Forfeited.....	(33,467)	\$ 45.40	(26,401)	\$ 63.44	(206,183)	\$ 36.26
Outstanding at December 31, 2022	<u>533,160</u>	\$ 44.90	<u>99,050</u>	\$ 65.16	<u>859,483</u>	\$ 39.19

The total intrinsic value of stock options exercised during the years ended December 31, 2022, 2021 and 2020 was approximately \$4.2 million, \$9.5 million and \$1.3 million, respectively. The activity related to the Company's stock option awards during the year ended December 31, 2022 was as follows:

	<u>Options</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Life (in years)</u>	<u>Aggregate Intrinsic Value (in thousands)</u>
Outstanding at December 31, 2021	488,434	\$ 30.59		
Granted	192,078	\$ 55.43		
Forfeited	(43,712)	\$ 47.37		
Expired	(2,007)	\$ 35.10		
Exercised	(121,081)	\$ 25.01		
Outstanding at December 31, 2022	<u>513,712</u>	\$ 39.75	7.24	\$ 7,965
Exercisable at December 31, 2022	<u>229,441</u>	\$ 24.85	5.06	\$ 6,598

The weighted average grant date fair value of stock options granted during the year ended December 31, 2022 was \$33.13. Key weighted-average assumptions utilized in the Black-Scholes Option Pricing Model for stock options granted during the year ended December 31, 2022 were:

Risk-free interest rate.....	2.81%
Expected volatility.....	61.90%
Expected dividend yield	0.00%
Expected life (years) ^(a)	6.12

(a) The expected life was estimated using the simplified method, as the Company does not have sufficient historical exercise data due to the limited period of time its common stock has been publicly traded.

Omnibus Incentive Plan

The Company has reserved 15,000,000 shares of common stock for issuance under the Company's Omnibus Incentive Plan (the "Omnibus Incentive Plan"), of which approximately 7,290,000 are available for future issuance as of December 31, 2022.

Bonus Performance Restricted Units

During the year ended December 31, 2022, the Company granted approximately 120,000 performance-vesting restricted units (the "Bonus Performance Restricted Units") in accordance with its annual bonus plan for 2022 (the "2022 Bonus Plan"). The 2022 Bonus Plan provides for bonus awards payable 50% in cash and 50% in performance-vesting restricted units (the "Bonus Performance Restricted Units") and is based upon the Company's achievement of specified performance goals, including the achievement of certain cost targets, as defined by the 2022 Bonus Plan, with respect to the year ended December 31, 2022 (the "Fiscal 2022"). The total number of units eligible to vest into shares of stock is based on the level of achievement of the targets for Fiscal 2022 which ranges from 0% (if below threshold performance), to 100% (if at target performance) with opportunities to earn above 100% when achievement is above the target performance for certain metrics.

In accordance with ASC 718, *Compensation-Stock Compensation*, equity compensation expense is recorded on shares probable of vesting. Based on the Company's actual Fiscal 2022 results with respect to specific performance goals, a portion of the outstanding performance-vesting restricted awards related to the Fiscal 2022 performance goals were considered probable of vesting as of December 31, 2022; therefore, equity compensation expense has been recorded related to these awards. These awards are expected to vest in accordance with their terms, at which time any unearned units will forfeit.

The Company had previously granted performance-vesting restricted units which were eligible to vest based on the Company's actual results for the year ended December 31, 2021. A portion of these units vested in 2022, and the remainder forfeited in accordance with their terms.

Due to the impact of the COVID-19 pandemic, the Company did not have an annual bonus plan for the fiscal year ended December 31, 2020; however, based on a discretionary review of performance in light of the negative impact of the COVID-19 pandemic on the Company's business, the Compensation Committee determined to make discretionary equity awards to the Company's bonus eligible employees during the year ended December 31, 2021. These awards were paid entirely in restricted stock units that vest 50% each on the first and second anniversaries of the date of grant.

The Company also had previously granted performance-vesting restricted units which were eligible to vest based on the Company's actual results for the year ended December 31, 2019. A portion of these units vested in 2020, and the remaining portion vested in 2021 based on the employee's continued employment on such vesting date and the remainder forfeited in accordance with their terms.

2022 Long-Term Incentive Awards

During the year ended December 31, 2022, the Company granted long-term incentive plan awards for 2022 (the “2022 Long-Term Incentive Grant”) which were comprised of approximately 55,000 nonqualified stock options (the “Long-Term Incentive Options”) and approximately 180,000 performance-vesting restricted units (the “Long-Term Incentive Performance Restricted Units”) (collectively, the “Long-Term Incentive Awards”).

Long-Term Incentive Options

The Long-Term Incentive Options vest over three years, with one-third vesting on each anniversary of the date of grant, subject to continued service through the applicable vesting date. Equity compensation expense for these options is recognized for each tranche over the vesting period using the straight-line method. Upon stock option exercises, authorized but unissued shares are issued by the Company.

Long-Term Incentive Performance Restricted Units

The Long-Term Incentive Performance Restricted Units are eligible to vest during the three-year performance period beginning on January 1, 2022 and ending on December 31, 2024 (or, extended through December 31, 2025, as applicable) (the “Performance Period”) based upon the Company’s achievement of specified performance goals during the Performance Period. The total number of Long-Term Incentive Performance Restricted Units eligible to vest will be based on the level of achievement of the performance goals and ranges from 0% (if below threshold performance) up to 150% (for maximum performance). Upon achievement of at least the threshold performance goals, 50% of the award for a given level of performance will vest, with the remaining 50% subject to a one-year performance test period. Performance for the test period must meet or exceed the prior year’s performance before up to the remaining 50% of the units can be earned.

The Company recognizes equity compensation expense for its performance-vesting restricted awards ratably over the related performance period, if the performance condition is probable of being achieved. If the probability of vesting changes for performance-vesting restricted awards in a subsequent period, all equity compensation expense related to those awards that would have been recorded, if any, over the requisite service period had the new percentage been applied from inception, will be recorded as a cumulative catch-up or reduction at such subsequent date.

Other Long-Term Incentive Awards

During the year ended December 31, 2022, the Company also granted time-vesting restricted units and options to certain employees which generally vest over three years, with one-third vesting on each of the first three anniversaries of the grant date.

Previous Long-Term Incentive Awards

The Company also has outstanding time-vesting restricted awards (the “Long-Term Incentive Time Restricted Awards”), performance-vesting restricted awards (the “Long-Term Incentive Performance Restricted Awards”) and nonqualified stock options granted under previous long-term incentive plan grants.

During the year ended December 31, 2022, a portion of the previously granted Long-Term Incentive Performance Restricted Awards related to completed performance periods vested, with the remainder forfeiting in accordance with their terms. The remaining outstanding Long-Term Incentive Performance Restricted Awards related to future performance periods are eligible to vest based upon the Company’s achievement of pre-established performance goals for the respective performance period, as defined.

A portion of the outstanding Long-Term Incentive Performance Restricted Awards relate to performance restricted units (the “2019 LTIP Performance Awards”) which contain a four-year performance period consisting of the 2019-2022 calendar years (or, extended through the end of the 2023 calendar year, as applicable) and are eligible to vest based upon the Company’s achievement of specific performance goals for the performance period, as defined, with an opportunity to vest up to 50% of the award earlier if certain goals are achieved in any fiscal year during the performance period. The total number of 2019 LTIP Performance Awards eligible to vest will be based on the level of achievement of the performance goals and ranges from 0% (if below threshold performance) up to 100% (for target or above performance). Upon achievement of the performance goals, up to 50% of the award for a given level of performance will vest, with the remaining 50% subject to a one-year extended performance test period. The goal achieved must be met again or exceeded for the extended performance period before the remaining units are earned. Based on the Company’s results for fiscal year 2021, the Company vested a portion of the 2019 LTIP Performance Awards in the first quarter of 2022. Additionally, based on the Company’s results for fiscal year 2022, the Company expects to vest another portion of the 2019 LTIP Performance Awards in the first quarter of 2023.

Other

During the years ended December 31, 2022, 2021 and 2020, the Company granted equity awards to its non-employee members of its Board which will vest on the day before the Company's next annual meeting. Each eligible Board member elected the form of their equity award as either deferred stock units ("DSUs") or restricted stock units ("RSUs"). Each DSU granted represents the right to receive one share of the Company's common stock three months after the respective director leaves the Board. Upon vesting, each RSU will be converted into one share of the Company's common stock.

Additionally, during the years ended December 31, 2022, 2021 and 2020, the Company granted equity awards in the form of RSUs or DSUs which vested immediately to each eligible Board member in lieu of quarterly cash payments related to the director's annual retainers.

19. STOCKHOLDERS' DEFICIT

As of December 31, 2022, 96,287,771 shares of common stock were issued in the accompanying consolidated balance sheet, which includes 32,376,539 shares of treasury stock held by the Company (see Share Repurchase Programs discussion which follows), but excludes 1,491,693 unvested restricted stock awards held by certain participants in the Company's equity compensation plans (see Note 18—Equity-Based Compensation).

Share Repurchase Programs

The Board had previously authorized a share repurchase program of up to \$250.0 million of the Company's common stock (the "Former Share Repurchase Program"). In March 2022, the Board approved a replenishment to the Former Share Repurchase Program of \$228.2 million, bringing the total amount authorized back up to \$250.0 million at that time. Under the Former Share Repurchase Program, during the year ended December 31, 2022, the Company repurchased 3,563,086 shares for an aggregate total of approximately \$250.0 million, leaving no amount remaining under the Former Share Repurchase Program.

In May 2022, the Board approved a \$250.0 million share repurchase program (the "May Share Repurchase Program"). Under the May Share Repurchase Program, during the year ended December 31, 2022, the Company repurchased 5,085,752 shares for an aggregate total of approximately \$250.0 million, leaving no amount remaining under the May Share Repurchase Program.

In August 2022, the Board approved a new \$250.0 million share repurchase program (the "Share Repurchase Program"). Under the Share Repurchase Program, during the year ended December 31, 2022, the Company repurchased 3,774,659 shares for an aggregate total of approximately \$193.6 million, leaving approximately \$56.4 million available under the Share Repurchase Program as of December 31, 2022.

Collectively, as a result of the repurchase programs disclosed above, the Company has repurchased a combined total of 12,423,497 shares for an aggregate combined total of approximately \$693.6 million during the year ended December 31, 2022.

During the year ended December 31, 2021, the Company repurchased 3,692,794 shares for an aggregate total of approximately \$215.7 million leaving approximately \$21.8 million available under the Former Share Repurchase Program as of December 31, 2021. During the year ended December 31, 2020, prior to the COVID-19 temporary park closures, the Company repurchased 469,785 shares for an aggregate total of approximately \$12.4 million under the Former Share Repurchase Program.

Under the Share Repurchase Program, the Company is authorized to repurchase shares through open market purchases, privately-negotiated transactions or otherwise in accordance with applicable federal securities laws, including through Rule 10b5-1 trading plans and under Rule 10b-18 of the Exchange Act. The Share Repurchase Program has no time limits and could be suspended or discontinued completely at any time. The number of shares to be purchased and the timing of purchases will be based on the Company's trading windows and available liquidity, general business and market conditions, and other factors, including legal requirements, share ownership thresholds, debt covenant restrictions, future tax implications and alternative investment opportunities.

All shares repurchased pursuant to the repurchase programs disclosed above, other repurchase transactions, and shares repurchased directly from selling stockholders concurrently with previous secondary offerings, are recorded as treasury stock at a total cost of \$1,324.7 million and \$631.1 million as of December 31, 2022 and 2021, respectively, and are reflected within stockholders' deficit in the accompanying consolidated statements of changes in stockholders' equity (deficit).

Schedule I-Registrant's Condensed Financial Statements

**SEAWORLD ENTERTAINMENT, INC.
PARENT COMPANY ONLY
CONDENSED BALANCE SHEETS
(In thousands, except share and per share amounts)**

	December 31,	
	2022	2021
Assets		
Current Assets:		
Cash	\$ 4	\$ 407
Total current assets	4	407
Total assets	\$ 4	\$ 407
Liabilities and Stockholders' Deficit		
Current Liabilities:		
Loss in excess of investment in wholly-owned subsidiary	\$ 437,664	\$ 33,916
Other accrued liabilities	4	407
Total current liabilities	437,668	34,323
Total liabilities	437,668	34,323
Commitments and contingencies		
Stockholders' Deficit:		
Preferred stock, \$0.01 par value—authorized, 100,000,000 shares, no shares issued or outstanding at December 31, 2022 and 2021	—	—
Common stock, \$0.01 par value—authorized, 1,000,000,000 shares; 96,287,771 and 95,541,992 shares issued at December 31, 2022 and 2021, respectively	963	955
Additional paid-in capital	710,151	711,474
Retained earnings (accumulated deficit)	175,903	(115,287)
Treasury stock, at cost (32,376,539 and 19,953,042 shares at December 31, 2022 and 2021, respectively)	(1,324,681)	(631,058)
Total stockholders' deficit	(437,664)	(33,916)
Total Liabilities and Stockholders' Deficit	\$ 4	\$ 407

See accompanying notes to condensed financial statements.

SEAWORLD ENTERTAINMENT, INC.
PARENT COMPANY ONLY
CONDENSED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)

	For the Year Ended December 31,		
	2022	2021	2020
Equity in net income (loss) of subsidiary	\$ 291,190	\$ 256,513	\$ (312,321)
Net income (loss)	\$ 291,190	\$ 256,513	\$ (312,321)
Equity in other comprehensive income (loss) of subsidiary	—	—	1,559
Comprehensive income (loss)	\$ 291,190	\$ 256,513	\$ (310,762)

See accompanying notes to condensed financial statements.

SEAWORLD ENTERTAINMENT, INC.
PARENT COMPANY ONLY
CONDENSED STATEMENTS OF CASH FLOWS
(In thousands)

	For the Year Ended December 31,		
	2022	2021	2020
Cash Flows From Operating Activities:			
Net income (loss).....	\$ 291,190	\$ 256,513	\$ (312,321)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Equity in net (income) loss of subsidiary	(291,190)	(256,513)	312,321
Net cash provided by (used in) operating activities.....	—	—	—
Cash Flows From Investing Activities:			
Dividends forfeited from subsidiary- return of capital, net of forfeitures	—	—	(1)
Capital contributed to subsidiary from exercises of stock options	(3,431)	(5,955)	(2,621)
Net cash used in investing activities	(3,431)	(5,955)	(2,622)
Cash Flows From Financing Activities:			
Exercise of stock options	3,028	5,907	2,920
Dividends paid to common stockholders.....	—	—	(12)
Net cash provided by financing activities.....	3,028	5,907	2,908
Change in Cash and Cash Equivalents	(403)	(48)	286
Cash and Cash Equivalents - Beginning of year	407	455	169
Cash and Cash Equivalents - End of year	\$ 4	\$ 407	\$ 455
 Supplemental Disclosures of Noncash Financing Activities			
Dividends from subsidiary- return of capital, for purchase of treasury stock	\$ 693,623	215,749	12,406

See accompanying notes to condensed financial statements.

SEAWORLD ENTERTAINMENT, INC.
NOTES TO CONDENSED PARENT COMPANY ONLY FINANCIAL STATEMENTS

1. DESCRIPTION OF SEAWORLD ENTERTAINMENT, INC.

SeaWorld Entertainment, Inc. (the “Parent”) was incorporated in Delaware on October 2, 2009. See further discussion in Note 1–Description of the Business in the accompanying consolidated financial statements.

The Parent has no operations or significant assets or liabilities other than its investment in SeaWorld Parks & Entertainment, Inc. (“SEA”), which owns and operates twelve theme parks within the United States. Accordingly, the Parent is dependent upon distributions from SEA to fund its obligations. However, under the terms of SEA’s various debt agreements, SEA’s ability to pay dividends or lend to the Parent is restricted, except that SEA may pay specified amounts to the Parent to fund the payment of the Parent’s tax obligations.

The COVID-19 pandemic materially impacted operations for SEA for the years ended December 31, 2021 and 2020. See further discussion relating to the impact of the COVID-19 pandemic in Note 1–Description of the Business in the accompanying consolidated financial statements.

2. BASIS OF PRESENTATION

The accompanying condensed financial statements (the “parent company only financial statements”) include the accounts of the Parent and its investment in SEA accounted for in accordance with the equity method and do not present the financial statements of the Parent and its subsidiary on a consolidated basis. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted since this information is included with the SeaWorld Entertainment, Inc. consolidated financial statements included elsewhere in this Annual Report on Form 10-K (the “consolidated financial statements”). These parent company only financial statements should be read in conjunction with the consolidated financial statements.

3. GUARANTEES

SEA is the borrower under the senior secured credit facilities, (the “Senior Secured Credit Facilities”) under a credit agreement dated as of December 1, 2009 which was amended and restated on August 25, 2021 (the “Amended and Restated Credit Agreement”). On August 25, 2021, SEA completed a private offering of \$725.0 million aggregate principal amount of 5.250% senior notes due 2029 (the “Senior Notes”). On April 30, 2020, SEA closed on a private offering of \$227.5 million aggregate principal amount of 8.750% first-priority senior secured notes due 2025 (the “First-Priority Senior Secured Notes”). On August 5, 2020, SEA closed on a private offering of \$500.0 million aggregate principal amount of 9.500% second-priority senior secured notes due 2025 (the “Second-Priority Senior Secured Notes”), which were fully redeemed during the year ended December 31, 2021.

Under the terms of the Senior Secured Credit Facilities, the obligations of SEA are fully, unconditionally and irrevocably guaranteed by Parent, any subsidiary of Parent that directly or indirectly owns 100% of the issued and outstanding equity interest of SEA, and subject to certain exceptions, each of SEA’s existing and future material domestic wholly-owned subsidiaries (collectively, the “Guarantors”).

SEA’s obligations under the Senior Notes and related indenture are guaranteed, jointly and severally, on a senior secured basis, by the Guarantors, as defined, in accordance with the provisions of the indenture.

The First-Priority Senior Secured Notes are fully and unconditionally guaranteed by the Parent, any subsidiary of the Parent that directly or indirectly owns 100% of the issued and outstanding equity interests of SEA, and subject to certain exceptions, each of SEA’s subsidiaries that guarantees SEA’s existing senior secured credit facilities.

See Note 11–Long-Term Debt of the accompanying consolidated financial statements for further details.

4. DIVIDENDS FROM SUBSIDIARY

During the year ended December 31, 2022, SEA paid dividends to the Parent of approximately \$693.6 million. The dividends were in the form of 12,423,497 shares of common stock repurchased by SEA. During the year ended December 31, 2021, SEA paid dividends to the Parent of approximately \$215.7 million. The dividends were in the form of 3,692,794 shares of common stock repurchased by SEA (see Note 5–Stockholders’ Deficit which follows).

During the year ended December 31, 2020, SEA paid dividends to the Parent of approximately \$12.4 million. The dividends were in the form of payments that SEA made for share repurchases at the Parent level (see Note 5–Stockholders’ Deficit which follows).

During the year ended December 31, 2020, Parent paid accumulated dividends, net of forfeitures, related to shares that carried dividend rights from previous dividend declarations which vested during the year.

5. STOCKHOLDERS' DEFICIT

Omnibus Incentive Plan

The Parent has reserved 15,000,000 shares of common stock for future issuance under the Omnibus Incentive Plan (the "Omnibus Incentive Plan"), of which approximately 7,290,000 are available for future issuance as of December 31, 2022.

The Omnibus Incentive Plan is administered by the compensation committee of the Parent's Board, and provides that the Parent may grant equity incentive awards to eligible employees, directors, consultants or advisors of the Parent or its subsidiary, SEA, in the form of stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based and performance compensation awards. If an award under the Omnibus Incentive Plan expires or is canceled, forfeited, or terminated, without issuance to the participant, the unissued shares may be granted again under the Omnibus Incentive Plan. See further discussion in Note 18—Equity-Based Compensation of the accompanying consolidated financial statements.

During the years ended December 31, 2022, 2021 and 2020, respectively, Parent transferred approximately \$3.4 million, \$6.0 million and \$2.6 million in proceeds received from the exercise of stock options to SEA as a capital contribution and increased its investment in SEA.

Share Repurchase Programs

The Parent's Board had previously authorized a share repurchase program of up to \$250.0 million of the Company's common stock (the "Former Share Repurchase Program"). In March 2022, the Parent's Board approved a replenishment to the Former Share Repurchase Program of \$228.2 million, bringing the total amount authorized back up to \$250.0 million at that time. Under the Former Share Repurchase Program, during the year ended December 31, 2022, the Parent repurchased 3,563,086 shares for an aggregate total of approximately \$250.0 million, leaving no amount remaining under the Former Share Repurchase Program.

In May 2022, the Parent's Board approved a \$250.0 million share repurchase program (the "May Share Repurchase Program"). Under the May Share Repurchase Program, during the year ended December 31, 2022, the Parent repurchased 5,085,752 shares for an aggregate total of approximately \$250.0 million, leaving no amount remaining under the May Share Repurchase Program.

In August 2022, the Parent's Board approved a new \$250.0 million share repurchase program (the "Share Repurchase Program"). Under the Share Repurchase Program, during the year ended December 31, 2022, the Parent repurchased 3,774,659 shares for an aggregate total of approximately \$193.6 million, leaving approximately \$56.4 million available under the Share Repurchase Program as of December 31, 2022.

Collectively, as a result of the repurchase programs disclosed above, the Parent has repurchased a combined total of 12,423,497 shares for an aggregate combined total of approximately \$693.6 million during the year ended December 31, 2022.

During the year ended December 31, 2021, the Parent repurchased 3,692,794 shares for an aggregate total of approximately \$215.7 million leaving approximately \$21.8 million available under the Former Share Repurchase Program as of December 31, 2021. During the year ended December 31, 2020, prior to the COVID-19 temporary park closures, the Parent repurchased 469,785 shares for an aggregate total of approximately \$12.4 million under the Former Share Repurchase Program.

Under the Share Repurchase Program, the Parent is authorized to repurchase shares through open market purchases, privately-negotiated transactions or otherwise in accordance with applicable federal securities laws, including through Rule 10b5-1 trading plans and under Rule 10b-18 of the Exchange Act. The Share Repurchase Program has no time limits and could be suspended or discontinued completely at any time.

All shares repurchased pursuant to the Share Repurchase Program, along with shares repurchased directly from selling stockholders concurrently with previous secondary offerings, are recorded as treasury stock at a total cost of \$1,324.7 million and \$631.1 million as of the years ended December 31, 2022 and 2021, respectively, and are reflected within stockholders' deficit in the accompanying condensed balance sheets. See further discussion in Note 19—Stockholders' Deficit of the accompanying consolidated financial statements.

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Corporate Information

BOARD OF DIRECTORS:

Scott Ross ^{A,C,D}

Chairman

Managing Partner and Founder of Hill Path Capital, L.P.

Ronald Bension ^A

President and CEO, ASM Global

James Chambers ^{A,C,D}

Partner, Hill Path Capital, L.P.

William Gray ^{A,B,C}

Former Co-CEO of Ogilvy Group North America

Timothy J. Hartnett ^B

Chief Executive Officer, New Roc Management, Chief Executive Officer, White Fall Advisors

Yoshikazu Maruyama ^{A,D}

Chief Executive Officer and Director, TOCA Football, Inc.

Thomas E. Moloney ^{B,D}

Former Senior Executive Vice President and Chief Financial Officer, John Hancock Financial Services, Inc.

Neha Jogani Narang ^A

Vice President of Global Marketing, Roblox Corporation, Former Chief Marketing Officer, Hello Mobile, Inc.. d/b/a True., Former Director of Consumer and Developer Product Marketing, Facebook, Inc.

Kimberly K. Schaefer ^{A,B}

Chief Executive Officer and Director, Alpine Acquisition Corp., Chief Executive Officer and Former President, Two Bit Circus, Inc.

^A Member of the Revenue Committee

^B Member of the Audit Committee

^C Member of the Nominating and Corporate Governance Committee

^D Member of the Compensation Committee

COMPANY EXECUTIVES:

Marc G. Swanson

Chief Executive Officer

Michelle (Chelle) F. Adams

Chief Transformation Officer

Shekufeh Boyle

Chief Accounting Officer

Dr. Christopher (Chris) Dold

Chief Zoological Officer

Christopher (Chris) Finazzo

Chief Commercial Officer

James (Jim) Forrester

Interim Chief Financial Officer and Treasurer

James (Jim) Hughes

Chief Human Resources Officer

Kyle R. Miller

Chief Park Operations Officer – Florida Parks

Byron Surret

Chief Park Operations Officer – Non-Florida Parks

G. Anthony (Tony) Taylor

Chief Legal Officer, General Counsel and Corporate Secretary

TRANSFER AGENT & REGISTRAR:

For information or assistance regarding individual stock records, contact your broker or the Company's transfer agent, Computershare. Computershare may be reached at: 1-800-851-9677.

STOCK EXCHANGE LISTING:

The Company's common stock is listed on the New York Stock Exchange under the ticker symbol "SEAS."

FORWARD-LOOKING STATEMENTS:

This Annual Report contains certain forward-looking statements that are based largely on the Company's current expectations. Forward-looking statements are subject to certain risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the forward-looking statements. For more information about these forward-looking statements and related risks, please refer to the "Special Note Regarding Forward-Looking Statements" beginning on page 1 of the Company's Annual Report on Form 10-K and "Risk Factors" included herewith.

CORPORATE GOVERNANCE:

Information concerning our Corporate Governance practices, including our Code of Business Conduct and Ethics, Committee Charters and Corporate Governance Guidelines, is available on our Investor Relations website at www.seaworldinvestors.com.


INVESTOR RELATIONS:

Anyone seeking information about SeaWorld Entertainment, Inc. is encouraged to visit us online at www.seaworldinvestors.com. The Company provides a variety of information about the business on its websites. Prospective and current investors may also contact the investor relations team at: Phone: 855-797-8625 Email: investors@seaworld.com

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM:

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201 N. Franklin Street, Suite 3600,
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